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January 12, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 19 PM 2:56

Hon. Sandra Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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Dear Secretary of State:

Enclosed is the proposed Articles of Incorporation for

LARUS COMMUNICATIONS, INC.

for filing, along with a check in the amount of \$122.50 in payment of the filing fees and the fee for a certified copy of the filed Articles.

Please return the certified copy directly to:

Mr. Michael W. Lamb
910 South 8th Street
Suite 106
Fernandina Beach, FL 32034

If there are any questions or problems, please do not hesitate to call me at (904) 371-9691. Thank you.

Sincerely,

Douglas W. Abruzzo
Douglas W. Abruzzo, J.D.

Encl.

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ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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LARUS COMMUNICATIONS, INC.

Whereas, Michael W. Lamb and William J. Raser, each natural persons, sui juris, desire to form a business enterprise as a corporation;

Now, therefore, the undersigned subscriber to these Articles of Incorporation, who is a natural person competent to contract and authorized to act, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

LARUS COMMUNICATIONS, INC.

ARTICLE II

The corporation shall exist perpetually in accordance with the laws of the State of Florida.

ARTICLE III

The nature and purpose of the corporation is to conduct a business involving publication of a magazine and distribution thereof to the general public. Ancillary to this primary purpose, the corporation is authorized to perform all lawful acts which are reasonably necessary to conducting such a business.

The corporation may, but is not required to, participate in any other lawful business and participate in charitable and/or humanitarian activities to foster good relations and a public understanding of their community.

The corporation may exercise all powers available to it under the laws of Florida, and may receive, hold, encumber and

convey interests in real property, and interests in tangible and intangible personal property, including assets of any other corporate entity engaged in any lawful business, and may incur indebtedness and execute instruments necessary to exercise of such corporate powers.

ARTICLE IV

The maximum number of shares of stock authorized to be outstanding at any one time is One Hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share in the currency of the United States of America. The consideration for each share shall be fully paid and not assessable, in currency, property or other valuable consideration, but not labor or services. All common stock shall have voting rights at the rate of one vote per share.

Changes in the number of authorized shares of common stock and the creation of other classes of stock with voting rights may be made in the manner provided for below for amendment of these Articles.

ARTICLE V

Each registered shareholder of the corporation shall have preemptive rights to purchase or subscribe for, at the par value, or any higher consideration offered in writing by a qualified outside party, a pro-rata portion of: (1) any stock which the corporation may issue or sell, whether of authorized but unissued shares, or of issued shares held by the corporation as treasury stock; and (2) any obligation of the corporation which is convertible into or exchangeable for any class of the stock of

the corporation. After the initial issue of stock at the organizational meeting, no subsequent issue of stock shall be made by the corporation unless the issue price of such stock is approved by a simple majority of the then currently issued voting shares. This Article on the preemptive rights and restriction of stock issues may not be amended without the unanimous approval of the then currently issued voting shares.

ARTICLE VI

The initial post office address and principal office of the corporation in the State of Florida shall be

910 South 8th Street
Suite 106
Fernandina Beach, Fl 32034

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

The corporation shall have at all times not less than one and not more than three directors. The number of directors may be increased or decreased from time to time within these limits by a simple majority of the then currently issued voting shares. The shareholders may also delegate the powers and duties of one or more directors to one or more shareholders by a simple majority of the voting shares

The initial Directors shall also serve as the initial officers and shall hold office until successors in office are duly elected and qualified.

Director/President:	William J. Raser
Director/Secretary:	Michael W. Lamb
Director/Treasurer:	Michael W. Lamb

All initial Directors/Officers may be contacted through the Resident Agent at the principal office of the corporation.

ARTICLE VIII

Amendment of these Articles may be made in the manner provided by the laws of the State of Florida which is in effect at the time that amendment is proposed. Unless in conflict with such laws, amendments shall be: (1) proposed in writing to the Directors; (2) approved by a majority of all Directors; (3) proposed in writing to all shareholders; and (4) approved by a simple majority of all voting shares at a properly noticed general or special meeting of the shareholders.

INITIAL RESIDENT AGENT

The name and address of the initial registered agent is:

Michael W. Lamb
910 South 8th Street
Suite 106
Fernandina Beach, Fl 32034

ACCEPTANCE OF RESIDENT AGENT

I HEREBY CERTIFY that I am a permanent resident of Nassau County, Florida, readily available at the place shown above, and I hereby accept the designation as resident agent of the corporation.



Michael W. Lamb

SUBSCRIBER

The subscriber to these Articles of Incorporation is

Douglas W. Abruzzo, Esq.
Post Office Box 714
Gainesville, FL 32602

on this 12th day of January, 1995.

Douglas W. Abruzzo
Douglas W. Abruzzo

STATE OF FLORIDA
COUNTY OF Alachua

The foregoing instrument was acknowledged before me on this
12th day of January, 1995, by DOUGLAS W. ABRUZZO,
who produced Florida Driver's License as identification
and who did X did not take an oath.

AUGUST 7, 1997
My Commission Expires:

Virginia Niswonger
Notary Public (Signature)

VIRGINIA NISWONGER
Notary name printed

