

1-73-95
P95000006007

Charter Number Only

Ronald Haber & Martin L. Roth

Requestor's Name

1370 N.W. 16 St

Address

Miami FL 33125

City

State

ZIP

Phone

80508

ATION ONLY

700001887627
-01724795--01054--009
***122.50 ***122.50

CORPORATION(S) NAME

AURORA ADVA ADVERTISING, INC.



EMPIRE Toll Free: 1-800-432-3028

FILED

95 JAN 24 PM 11:43

RECEIVED
JAN 24 1995
FBI - MIAMI

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY SIMS JAN 24 1995

ARTICLES OF INCORPORATION
OF
AVRORA ADVERTISING, INC.

FILED
95 JUN 24 PM 11:43
CLERK OF DISTRICT COURT
STATE OF FLORIDA
MIAMI COUNTY

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the General Corporation Act of the State of Florida, do hereby certify as follows:

ARTICLE I. NAME

The name of this corporation is: Avrora Advertising, Inc.,
P.O. Box 142195, Coral Gables, Florida 33114.

ARTICLE II. PURPOSES

The general nature of the business to be transacted by this corporation shall be:

- A) Full service advertising agency.
- B) To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired or acquired.
- C) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mills, shops, factories,

machinery and plants, and any and all structures and erections which may at any time be necessary, useful or advantageous in the judgment of the Board of Directors, for the purposes of the Corporation, and which can lawfully be done.

D) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real property, chattels real, and other property of the corporation, real and personal, and wheresoever situate, and any and all legal or equitable rights therein.

E) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security, and to loan and advance money upon mortgages on personal or real property or on either of them.

F) To buy, sell, and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any facts or things incident to or proper in connection with the carrying on of the business of this corporation.

G) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder hereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefor its own

stock, bonds, and other obligations.

II) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association or corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles of Incorporation.

I) To do all such acts and things as are incident or conducive to the premises.

J) And this Corporation shall have the power to conduct its business in all its branches in the State of Florida, or in any other State or States or territories of the United States, or in the District of Columbia, and the dependencies of the United States or in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law, necessary to carry on the business of said corporation, or to promote any of the subjects or objects for which the corporation is formed.

K) The foregoing enumeration of any or all or a combination of either of the specific powers lettered a) through j) both inclusive, shall not be held to limit or restrict in any manner the general powers of the corporation and therefore, the corporation may engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of the State of Florida.

ARTICLE III. DURATION

This corporation shall have perpetual existence.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue at any time is: 5,000 shares, \$5.00 par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purposes.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1370 N.W. 16th Street
Miami, Florida 33125

and the name of the initial registered agent of this corporation at that address is: Ronald Haber, Esquire

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have three (3) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial director(s) of this corporation are:

Ms. Ludmilla G. Wells, Ph.D.
1111 Crandon Boulevard, #C904
Key Biscayne, Florida 33114-2195

Mr. Claude M. Jonnard
285 Madison Avenue
Madison, New Jersey 07940

Mr. Vladimir V. Philippov
Aurora Advertising Agency, TOO
21-1 Bolshaya Molchanovka Street
Moscow 121069 Russia

ARTICLE VII. OFFICERS

The corporation shall have a President, a Vice-President, a Secretary and a Treasurer and may also have one or more additional Vice-Presidents, Assistant Secretaries and Assistant Treasurers, and such other officers and agents, as may be deemed necessary. All officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws. The same person may hold two or more offices.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these articles is:
Ludmilla G. Wells, Ph.D., 1111 Crandon Boulevard, #C904, Key Biscayne, Florida 33149-2735.

ARTICLE. IX

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X. PRINCIPAL OFFICE

At the present time, the principal office of the corporation is:

Aurora Advertising, Inc.
3001 Segovia Avenue
Coral Gables, Florida 33114-2195

ARTICLE XI

INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fullest extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of January, 1995.

Frederick F. Filler
Incorporator

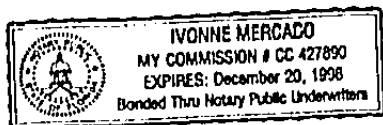
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Before me, notary public authorized to take acknowledgments in the state and county set forth above, personally appeared _____, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on this 21st day of January, 1995.

Ivonne Mercado
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



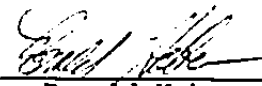
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, MANAGING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- That desiring to
organize under the laws of the State of Florida, with its principal
office, as indicated in the Articles of Incorporation at the City
of Miami, County of Dade, State of Florida, has named Ronald Haber,
Esquire located at 1370 N.W. 16th Street, Miami, Florida 33125,
City of Miami, County of Dade, State of Florida, as its Registered
Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.



Ronald Haber, Esquire
Registered Agent

95 JAN 24 AM 11:43
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TALLAHASSEE
FLORIDA

FILED

P 950000 6007
HABER & ROTH

MARTIN L. ROTH
RONALD HABER
ALSO ADMITTED IN N.Y. BAR

1370 N.W. 16TH STREET
MIAMI, FLORIDA 33125
TELEPHONE (305) 324-0050
FAX (305) 324-4836

April 13, 1995

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

400001458504
-04/18/95--01031--014
*****70.00 *****35.00

Attn: Amendments

Re: Aurora Advertising, Inc.

Dear Sirs:

Please be advised that I represent the above-referenced corporation. I am filing herewith an original and one copy of articles of dissolution for Aurora Advertising, Inc., shareholders resolution approving dissolution of Aurora Advertising, Inc., affidavit releasing name "Aurora Marketing, Inc." for use by Aurora Moscow Marketing, Inc. and article of amendment to articles of incorporation of Aurora Moscow Marketing, Inc. changing the name of said corporation to Aurora Advertising, Inc.

Please note that Aurora Advertising, Inc. Director Claude M. Jonnard has resigned. His signature to the "Affidavit Releasing Name" is therefore unnecessary. His resignation letter is submitted herewith.

Please acknowledge the dissolution of Aurora Advertising, Inc. and the name change of Aurora Moscow Marketing, Inc. at your earliest convenience. I enclose herewith a check in the amount of \$70.00 for the articles of dissolution and amendment. Please send an acknowledgment letter approving same at your earliest convenience.

Sincerely,

By: 
Ronald Haber, Esquire

RH/im
Enclosures

FILED
95 APR 18 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/15
REC
4/21

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Aurora Advertising, Inc.

SECOND: The date dissolution was authorized: March 14, 1995.

THIRD: Adoption of Dissolution

Dissolution was approved by unanimous vote of the shareholders. The number of votes cast for dissolution was sufficient for approval (there are no voting groups).

Signed this 14th day of March, 1995.

Signature

Ludmilla G. Wells

Ludmilla G. Wells, Ph.D., President/Director

FILED
95 APR 18 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000006007

Law Office

HABER & ROTH

MARTIN L. ROTH

RONALD HABER

ALSO ADMITTED IN N.Y. BAR

1370 N.W. 10TH STREET

MIAMI, FLORIDA 33125

TELEPHONE (305) 324-8050

FAX (305) 324-4838

May 8, 1995

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-05/15/95--01019--002

*****35.00 *****35.00

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Avrora Advertising, Inc.**

Dear Sir:

Enclosed please find the Affidavit of Resignation of Claude M. Jonnard as Director of Avrora Advertising, Inc., along with a check of \$35.00 to cover the filing fee.

Please acknowledge Mr. Jonnard's resignation at your earliest convenience.

Sincerely,

By: *Ronald Haber*
Ronald Haber, Esquire

RH/im
Enclosure(s)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 12 AM 9:58

*Offices
5/18*

TLL

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FILED P. 02
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 12 AM 9:58

Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF New Jersey
COUNTY OF Morris

I, Claude M. Jonnard after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, Claude M. Jonnard hereby resign as Director of
(Title)

Aurora Advertising, Inc., a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

Claude M. Jonnard
Signature of resigning officer/director

Sworn to and subscribed before me this 2 day of May 1995.

Joanne C. Diegidio
NOTARY PUBLIC

JOANNE C. DIEGIDIO
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 28, 1996
My Commission Expires: _____

FILING FEE IS \$35.00