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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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January 25, 1995

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

300001392483  
-01/30/95--01024--019  
\*\*\*\*122.50 \*\*\*\*122.50

RE: ADVERTISING DIRECTORS, INC.


Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above named corporation, and a check for \$122.50 for the filing fee.

Please acknowledge receipt and filing.

Thank you.

Very truly yours,

  
LINDA KOENIGSBERG  
LK:dmk  
Encl.

SPL

**ARTICLES OF INCORPORATION  
OF  
ADVERTISING DIRECTORS, INC.**

We, the undersigneds, being of legal age and whom are natural persons do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be **ADVERTISING DIRECTORS, INC.**

**ARTICLE II**

The address of the principal office and the mailing address of the corporation are 1395 Coral Way, Miami, Florida 33145.

**ARTICLE III**

The capital stock authorized, the part value thereof, and the characteristics of such stock shall be as follows:

| <u># of Authorized Shares</u> | <u>Par Value Per Share</u> | <u>Class of Stock</u> |
|-------------------------------|----------------------------|-----------------------|
| 100 shares                    | \$1.00                     | Common                |

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

**ARTICLE IV**

The corporation's initial registered office address is 1395 Coral Way, Miami, Florida 33145, and the name of its initial registered agent is Nancy Schleifer, Attorney at Law, 1395 Coral Way, Miami, Florida 33145.

**ARTICLE V**

The names and addresses of the Incorporators and their addresses are:

Martin Schleifer, 1395 Coral Way, Miami, Florida 33145  
Nancy Schleifer, 1395 Coral Way, Miami, Florida 33145  
Paul L. Rosen, 1395 Coral Way, Miami, Florida 33145.

**ARTICLE VI**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any

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contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

#### ARTICLE VII

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

#### ARTICLE VIII

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

#### ARTICLE IX

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

#### ARTICLE X

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist thereafter unless sooner dissolved according to law.

#### ARTICLE XI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a unanimous vote thereafter determine that the corporation be managed by the stockholders.

#### ARTICLE XII

The names and addresses of the first directors and officers of the corporation who shall hold office for the first year or until their successors are duly elected and qualified shall be:


Martin Schleifer, Director, President  
Paul L. Rosen, Director, Vice President  
Nancy Schleifer, Director, Vice President, Secretary,  
Treasurer

IN WITNESS WHEREOF, We, Martin Schleifer, Paul L. Rosen, and Nancy Schleifer, the undersigned, being the Incorporators hereinabove

named, for the purpose of forming a corporation for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand and seal this 25<sup>th</sup> day of January, 1995.


  
MARTIN SCHLEIFER

  
PAUL L. ROSEN

  
NANCY SCHLEIFER

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of January, 1995 by MARTIN SCHLEIFER, PAUL L. ROSEN and NANCY SCHLEIFER, who are personally known to me and who did/did not take an oath.

  
Notary Public, State of Florida  
at Large

Name:

Notary Number:

Stamp of Notary:

|  |
|--|
| OFFICIAL NOTARY SEAL<br>LINDA KOENIGSBERG<br>NOTARY PUBLIC STATE OF FLORIDA<br>COMMISSION NO. CC174777<br>MY COMMISSION EXP. JAN. 26, 1996 |
|--|

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the corporation is: **ADVERTISING DIRECTORS, INC.**
2. The name and address of the registered agent and office is:  
Nancy Schleifer, Attorney at Law, 1395 Coral Way, Miami, Florida 33145.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Signature

1/21/95  
Date

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