

P9500009327

TRANSMITTAL LETTER

FILED

SEP 31 PM 2:03

RECEIVED

Department of State  
Division of Corporations  
P. O. Box 8327  
Tallahassee, FL 32314

7000013918187  
-01/31/95--01051--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: The Advertising Journal Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.78  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: Eric T. Miller  
Name (printed or typed)

4765 NW 6<sup>th</sup> Pl.  
Address

Coconut Creek, FL 33063  
City, State & Zip

(305) 321-6656  
Daytime Telephone number

FEB 3 1995 BSB

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

THE ADVERTISING JOURNAL INC.

FILED

25 JAN 31 PM 2:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers of these articles of incorporation are natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation shall be

THE ADVERTISING JOURNAL INC.

ARTICLE II NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that it is not to conduct a banking safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone or cemetery company; a building and loan association, fraternal benefit society, mutual fire insurance association, cooperative association, state fair or exposition.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time: 2500 shares of common stock having a nominal par value of \$1.00 per share.

ARTICLE IV INITIAL CAPITAL

The amount of capital which this corporation will begin business is \$500.00

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI ADDRESS

The initial post office address of the principal office of this corporation is 4765 N.W. 6th Place, Coconut Creek, Fl 33063

The name of its initial Registered agent at such address  
Eric T. Miller

#### ARTICLE VII

The business of this corporation shall be managed by the Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of stock, entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to vote, represented in person or by proxy, a simple majority of total eligible stockholder votes, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

#### ARTICLE VIII INITIAL DIRECTORS

NAME	ADDRESS
Eric T. Miller	4765 NW 6th Place Coconut Creek, Fl 33063
LaVonda M. Miller	4765 NW 6th Place Coconut Creek, Fl 33063
Dr. Dorsey C. Miller, Jr.	4765 NW 6th Place, Coconut Creek, Fl
Betty J. Miller	4765 NW 6th Place, Coconut Creek, Fl
Dorsey C. Miller, III	4765 NW 6th Place, Coconut Creek, Fl

#### ARTICLE IX SUBSCRIBERS

The name and post office address of the subscribers of these articles of incorporation, the number of shares of stock they agree to take and the value of the consideration therefore are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Eric T. Miller	4765 NW 6th Place Coconut Creek, Fl 33063	450	\$450
LaVonda M. Miller	4765 NW 6th Place Coconut Creek, Fl 33063	20	\$ 20
Dr. Dorsey C. Miller, Jr.	4765 NW 6th Place Coconut Creek, Fl 33063	10	\$ 10
Betty J. Miller	4765 NW 6th Place Coconut Creek, Fl 33063	10	\$ 10
Dorsey C. Miller, III	4765 NW 6th Place Coconut Creek, Fl 33063	10	\$ 10

ARTICLE X AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the stockholders at a stockholders' meeting unless all stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

STATE OF FLORIDA

SS

COUNTY OF BROWARD

I hereby certify that on this day, before a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appears: *Eric T. Miller*

to me known to be the persons described as subscribers in and who executed the foregoing articles of incorporation, and acknowledged before me that they subscribed to those articles of incorporation.

Witness my hand and official seal in the county and state named above this 26<sup>th</sup> of January, 1995.

 VANESSA HILL  
My Commission CC427299  
Expires Dec 18, 1998  
Bonded by HAI  
800-422-1855  
\_\_\_\_\_  
Notary Public

My commission expires:

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

*Eric T. Miller*  
Signature

P9500009327

Eric T. Miller

4765 NW 6th Pl.

Coconut Creek FL 33063

City of Coconut Creek

OFFICE USE ONLY  
\*\*\*\*\*  
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1 \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)  
2 \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)  
3 \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)  
4 \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

FILED  
96 MAR 28 AM 8:49  
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A , Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

6076-5514

N/C

96

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 14, 1996

ERIC T. MILLER  
4765 NW 6TH PLACE  
COCONUT CREEK, FL 33063

SUBJECT: THE ADVERTISING JOURNAL INC.  
Ref. Number: P95000009327

We have received your document for THE ADVERTISING JOURNAL INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment cannot be adopted and executed by an incorporator if directors have been selected. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 196A00011494

RECEIVED  
96 MAR 28 PM 3:39  
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
96 MAR 28 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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The Advertising Journal Inc.  
(present name)

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*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Change Artical 1 to new name, Spunk Out Magazine Inc.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: March 1, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 5th of March, 19 96

Signature

Eric T. Miller

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Eric T. Miller

Typed or printed name


President/CEO/Director

Title



P95000009327

\_\_\_\_\_  
Remitter's Name

\_\_\_\_\_  
 Lavonda Miller  
1765 NW. 6th Pl.  
Coconut Creek, FL 33063-6744

\_\_\_\_\_  
City/State/Zip

\_\_\_\_\_  
Phone #

30000019521503  
-016/015/015-01017-009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (If known):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- ☐ Mail in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
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<input checked="" type="checkbox"/>	Dissolution/Withdrawal
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OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
96 JUN -5 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SH 1/2

## ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Speak Out Magazine Inc.

SECOND: The articles of incorporation were filed on: January 31, 1995

THIRD: (CHECK ONE)

☒ None of the corporation's shares have been issued.

☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

Signed this 28 day of May, 19 96

Signature

Eric T. Miller

(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Eric T. Miller

(Typed or printed name)

President

(Title)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUN -5 PM 3:40

FILED