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POP ADVERTISING 407 6781377  
7457 Aloma Ave  
Ste 301  
Winter Park, FL 32792

OFFICE USE ONLY

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95 FEB - 1 11:11 AM  
TALLAHASSEE, FLORIDA

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

02/01/2015 11:11 AM  
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1. POP Advertising Media Inc  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
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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"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**ARTICLES OF INCORPORATION  
OF  
POP ADVERTISING MEDIA, INC.**

The undersigned incorporators, natural persons competent to contract, hereby form a corporation for profit under the General Business Corporation Act and other laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation is POP ADVERTISING MEDIA, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of this Corporation shall be: 7523 Aloma Ave, Suite 201 Winter Park, FL 32792.

**ARTICLE III - CAPITAL STOCK**

- A. The maximum aggregate number of shares that this Corporation is authorized to issue and have outstanding at any one time is five million (5,000,000) shares, all of which shall be common shares.
- B. Holders of Common shares shall be entitled to one vote per share on any matter, including the election of directors.
- C. The holders of all common shares shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash, shares or otherwise as provided by Florida Law on an equivalent basis. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the remaining net assets of the Corporation shall be distributed pro rata to the holders of all common shares.

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#### ARTICLE IV RESTRICTIONS ON TRANSFER

Except as provided by separate agreement between or among the Initial Directors of the Corporation, shares of the Corporation held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

#### ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the issuance or sale for cash by the Corporation of any stock of this corporation, including Treasury stock held by this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office designated by the Corporation is: 300 Garfield Ave. Suite 301 Winter Park, Florida 32789. The name of the initial registered agent designated by the corporation at this address is; Kenneth B. Wheeler. The Board of Directors may from time to time move the registered office to any other address in Florida and may designate a new registered agent.

#### ARTICLE VII INCORPORATORS

The name and address of the incorporators of this Corporation are:

Name	Address	
Juan E. Marrero	1598 Malaluka St.	Deltona, FL 32725
Joseph D. Morales	3904 Valencia Grove Lane	Orlando, FL 32817

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

- A. The initial number of Directors of this Corporation shall be four.
- B. The number of Directors may be increased or diminished from time to time by Bylaws but shall never be less than one.
- C. The initial members of the Board of Directors to hold office for the first year of existence of this Corporation, or until their successors are elected or appointed shall be:

Name	Address	
Juan E. Marrero	1598 Malaluka St.	Dellona, FL 32725
Ernest H. Hays	5872 Auvers Blvd #101	Orlando, FL 32807
David F. Robertson	1305 Fern Forest Run	Oviedo, FL 32765
Joseph D. Morales	3904 Valencia Grove Lane	Orlando, FL 32817

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the Corporation, provided, however, neither of the initial Directors identified above shall be removed from office except upon the consent and approval of the majority of Directors. Otherwise, such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

E. It is further provided that any major or substantial decisions affecting the business or operations of the Corporation, as may be specified by the Bylaws, shall require the unanimous consent and approval of the Directors.

F. Appointment of new directors will be specified in the By-laws.

#### ARTICLE IX - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Florida Statutes, as the same may be from time to time amended, including, but not limited to:

1. To introduce, erect, provide maintenance, operate, acquire by purchase, hold, enjoy, and dispose of by sale, or gift, commercial advertising directories. These directories, in whatever form necessary, such as lighted, unlighted, transparent, translucent, etc., will be placed at shopping malls, hospitals, tourist centers,

attractions, travelways, highways, walkways, hotels, parks, municipal plazas, industrial parks, supermarkets, and any other areas which relate to advertising.

2. To import/export and/or sell these advertising concepts, spaces, hardware, and/or materials, photography arts and materials, printing press arts and materials, worldwide.

3. To provide and maintain business related to publicity, with power to contract with towns, cities, or any municipal corporation or any other corporation or body politics, or any person or persons.

#### **ARTICLE X - BYLAWS**

The power to adopt, amend or repeal bylaws shall be vested in the Board of Directors, subject to the power of the shareholders to repeal or amend any bylaws adopted by the Board of Directors. The shareholders also reserve the concurrent power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be amended or repealed by the Board of Directors.

#### **ARTICLE XI - DURATION**

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

#### **ARTICLE XII - OFFICERS**

The bylaws of the corporation shall provide for certain officers and the duties of all officers and prescribe the time and manner of their election. The initial officers of the corporation shall be;

Juan E. Marrero - President/CEO

Ernest H. Hays - Executive Vice president

#### **ARTICLE XIII - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XIV - MEETINGS**

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the Corporation.

#### **ARTICLE XV - CORPORATE POWERS**

This corporation shall have all of the authorized powers enumerated in the Florida Business Corporation Act, Chapter 607, Florida Statutes, as amended.

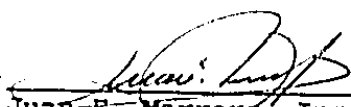
#### **ARTICLE XVI - AMENDMENT**

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

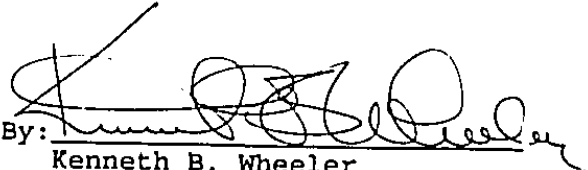
DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT

POP ADVERTISING MEDIA, INC.

Pursuant to Florida Statute, Pop Advertising Media, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at Orange County, Florida, has named Kenneth B. Wheeler located thereat as its registered agent to accept service of process within this state.

By:   
Juan E. Marrero, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:   
Kenneth B. Wheeler  
Registered Agent

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STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation at Winter Park, Florida, for the uses and purposes aforesaid, this 5th day of January, 1995.

  
JUAN E. MARRERO  
Incorporator

  
JOSEPH D. MORALES  
Incorporator

STATE OF FLORIDA )  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 5th day of January, 1995, by Juan E. Marrero and Joseph D. Morales, Incorporators who presented Florida Driver's Licenses as identification.

  
Notary Public, State of Florida