

P9500001134

A. PAUL MOLLE
ATTORNEY AT LAW
2613 MCCORMICK DRIVE, SUITE 114
CLEARWATER, FL 34619

TELEPHONE (813) 799-4609

January 16, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

900001399029
-02/07/95--01041--011
****122.50 ****122.50

RE: REGISTRATION OF ARTICLES OF INCORPORATION FOR:
VIDEO BILLBOARD, INC.

Dear Sir or Madame:

Enclosed please find a notarized copy of the Articles of Incorporation, together with a check in the amount of \$122.50 to cover the filing costs and registration fees of the above-referenced incorporation.

If all is in order, please send me a certificate by return mail.

Your prompt attention to this matter will be appreciated.

Cordially yours,



A. PAUL MOLLE

APM/blw

cc: Client
Enclosures

db 2/9/95

FILED
1995 FEB -6 PM 2:00
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VIDEO BILLBOARD, INC.**

FILED
1995 FEB -6 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be, VIDEO BILLBOARD, INC., 1017 Peninsula Road, Tarpon Springs, Florida 34689.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the transaction of any and all lawful business under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of common stock, at One dollar (\$1.00) par value, per share.

ARTICLE V - SUBSCRIBERS

The names and addresses of the Subscribers to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>
Mark W. Mericle	1017 Peninsula Road Tarpon Springs, FL 34689	100%

ARTICLE VI - REGISTERED AGENT

The initial registered office of this corporation is:

1017 Peninsula Road, Tarpon Springs, FL 34689. The name of the initial registered agent at such address is: Mark W. Mericle. The address of the principal office of the corporation is the same.

ARTICLE VII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors shall be vested exclusively in the holders of outstanding, common stock. Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Seventy-five percent (75%) of the shares entitled to vote shall constitute a quorum at a meeting of shareholders.

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others. This right shall be deemed waived by any shareholder who does not exercise it and pay for the pre-emptive shares within thirty (30) days of receipt of a notice, in writing, from the corporation, stating the prices, terms and conditions of the issuance of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation. Additionally, any shareholder who desires to sell his or her shares shall first offer said shares for sale back to the corporation and each share of stock that is issued from the

corporation shall carry on its face a notation to this effect.

ARTICLE IX - BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or decreased from time to time by amendment of by-laws of the corporation in a manner provided by law, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Mark W. Mericle	1017 Peninsula Road
	Tarpon Springs, FL 34689

ARTICLE X - INCORPORATORS

The names and addresses of the incorporators are:

Mark W. Mericle	1017 Peninsula Road
	Tarpon Springs, FL 34689

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XII - BY LAWS

The by-laws of this corporation shall be made by the Board of Directors, and may be amended, altered or rescinded by the Board of Directors at any regular or special meeting.

IN WITNESS WHEREOF, the undersigned incorporators have executed these

Articles of Incorporation, this 20th day of OCTOBER, 1994.

VIDEO BILLBOARD, INC.

Mark W. Mericle
Mark W. Mericle,
DIRECTOR

STATE OF FLORIDA)

COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Mark W. Mericle, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS, my hand and official seal, in the State and County named above, this 20th day of October, 1994.

Peggy J. Taylor
NOTARY PUBLIC CC084961
My Commission Expires: 2-19-95



PEGGY J. TAYLOR
MY COMMISSION EXPIRES
February 19, 1995

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of the above-named corporation, at the place designated above, I HEREBY AGREE TO ACT in this capacity, and agree to comply with the provisions of all statutes relative to the complete performance of my duties.

DATED: Oct 20, 94

Mark W. Mericle
Mark W. Mericle
1017 Peninsula Road
Tarpon Springs, FL 34689

FILED
1995 FEB -6 PM 2:00
TALLAHASSEE, FLORIDA

P95000011134

Requestor's Name	
A B T Distributing, Inc. 1017 Peninsula Road Tarpon Springs, florida 34689	
City/State/Zip	Phone #

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 #)

- ☐ 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

300002208453--4
-06/11/97--01038--002
*****35.00 *****35.00

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

FILED
97 JUN 11 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
6/19

Name change

Examiner's Initials

LFT

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
97 JUN 11 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIDEO BILLBOARD, INC.
(Present Name)

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)*

ARTICLE 1 - NAME

The Name of the corporation shall be:

A B T DISTRIBUTING, INC.

The principle office shall be:

**1017 Peninsula Road
Tarpon Springs, Florida 34689**

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:

THIRD: The date of each amendment's adoption: June 2, 1997 .

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 6th of June, 19 97

Signature Mark W. Mericle Mark W. Mericle - President
(By the Chairman of 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)

Typed or printed name

Title

P95000011134

Requestor's Name

A B T DISTRIBUTION, INC.
1017 Peninsula Road
Tarpon Springs, Florida 34689

Office Use Only

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #) 400002269974--4
-08/18/97--01106--019
*****35.00 *****35.00
4. _____ (Corporation Name) _____ (Document #)

- ☐ 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
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<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

FILED
97 AUG 13 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name change
8-14-97

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
97 AUG 13 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A B T DISTRIBUTING, INC.

(Present Name)

Document # P96000059488

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)*

ARTICLE 1 - NAME

The Name of the corporation shall be:

A B T DISTRIBUTION, INC.

The principle office shall be:

**1017 Peninsula Road
Tarpon Springs, Florida 34689**

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:

THIRD: The date of each amendment's adoption: August 11, 1997 .

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 11th of August, 19 97 .

Signature Mark W. Mericle Mark W. Mericle - President
(By the Chairman of 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)

Typed or printed name

Title