

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32310  
904-222-9171  
904-222-0191 FAX

800-342-8086

P95000012134

**CSC networks**

MAIL TO  
P.O. Box 5020  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 07210000000000

REFERENCE : 541842 146270A

AUTHORIZATION :

*Patricia Pyjets*

COST LIMIT : \$ 70.00

ORDER DATE : February 10, 1995

ORDER TIME : 3:58 PM

ORDER NO. : 541842

CUSTOMER NO: 146270A

CUSTOMER: Mr. Kevin Beede  
MR. KEVIN BEEDE

Suite 618  
819 Peacock Plaza  
Key West, FL 33040

DOMESTIC FILING

P95000012134

NAME: GLOBAL AUDIENCE PROVIDERS,  
INC.

XXX ARTICLES OF INCORPORATION  
\_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XXX \_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

*DM*  
2-13-95  
01

FILED  
95 FEB 13 PM 2:04  
SECRET  
TALLAHASSEE, FL 32310

ARTICLES OF INCORPORATION  
OF  
GLOBAL AUDIENCE PROVIDERS, INC.

FILED  
95 FEB 13 PM 2 04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GLOBAL AUDIENCE PROVIDERS, INC.

The address of the principal office of this corporation shall be 819 Peacock Plaza, Suite 638, Key West, Florida 33040, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Kevin Beede	819 Peacock Plaza Suite 638 Key West, Florida 33040
Langdon Himebaugh	Same



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LAW OFFICES OF MICHAEL R. BARNES

511 Whitehead Street  
Key West, Florida 33040  
305 296-5297  
Fax: 305 296 5254

35.

15 JUL 1996 15 16 28  
15 JUL 1996 15 16 28  
15 JUL 1996 15 16 28

July 30, 1996

Mr. Steven Harris  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

SH 2/7  
Anno O.

RECEIVED  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE  
JUL 30 1996

RE: Hanger's On, Inc. And Global Audience Providers, Inc.

Dear Mr. Harris:

I just recently found this paperwork that a previous employee did not attend to in a timely manner. After checking the files and seeing that this paperwork was never forwarded, I would ask that you please accept it on behalf of our clients at this time. They are under the impression that the officer changes have already been recorded with the State.

On the Hanger's On, Inc amendment to articles of incorporation, one thing that I was able to determine was that a fax original on thin paper was attached and forwarded to your office back in 1995 with one of the sets of paperwork. The reason that a Xerox copy was made is due to the fact that the fax paper used on non-plain paper fax machines fade quite quickly and becomes unreadable.

Please accept this paperwork and forward a letter to me stating that these changes have been done.

Your help is greatly appreciated.

Sincerely,

April Polston  
Assistant to Michael R. Barnes



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 8<sup>th</sup> of August, 19 95.

Signature see attached  
(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)

\_\_\_\_\_  
Typed or printed name

\_\_\_\_\_  
Title

## CORPORATE RESOLUTION

### **Global Audience Providers, Inc.**

We, Kevin R. Beede, and Langdon D. Himebaugh do hereby certify that we are the duly elected and acting President of Global Audience Providers, Inc., a Florida corporation and Treasurer respectively, and that the following is a true and correct copy of the Resolution adopted at a special meeting of the Officers, Directors and Stockholders of the Corporation held on this 29th day of August, 1995.

RESOLVED that by unanimous consent of all the Officers, Directors, and Stockholders, the following Resolution was duly adopted, and that the same has not in any way been modified or rescinded, but is in full force and effect and that said officers, Directors and Stockholder of the corporation have duly ratified and affirmed the same in the same form hereinafter set forth.

RESOLVED that Kevin R. Beede sells his 250 shares to Robin G. Beede for \$10.00 and other good and valuable consideration the sufficiency of which is hereby acknowledged by all parties. Furthermore, that Langdon D. Himebaugh sells his 250 shares to Maria J. Himebaugh for \$10.00 and other good and valuable consideration the sufficiency of which is hereby acknowledged by all parties.

RESOLVED that Kevin R. Beede, resigns as President, and that Langdon D. Himebaugh resigns as Treasurer of Global Audience Providers, Inc., a Florida corporation and both hereby sever all ties to Global Audience Providers, Inc.



RESOLVED that a new election was held to fulfill the vacated offices at which time Maria J. Himebaugh was duly elected as President and Secretary. Robin G. Beede was elected Vice-President and Treasurer.

Signed and acknowledged by Global Audience Providers, Inc. Secretary as indicated below with the corporate seal of the corporation, this 29th day of August, 1995.

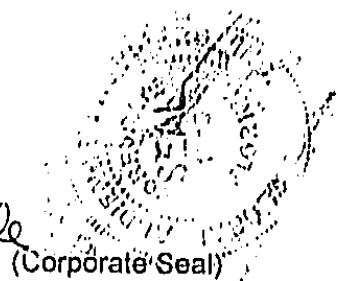
Maria Himebaugh  
Maria J. Himebaugh, President and Secretary

Robin G. Beede  
Robin G. Beede, Vice-President and Treasurer

Kevin R. Beede  
Kevin R. Beede

Langdon D. Himebaugh  
Langdon D. Himebaugh

Robin G. Beede



GLOBAL AUDIENCE PROVIDERS, INC.

SPECIAL MEETING

On the 29th day of August a special meeting was held at 1024 Margaret Street, Key West, FL 33040, and was attended by the Board of Directors of Global Audience Providers, Inc. and was duly convened. The following actions were taken:

Kevin R. Beede sold his shares to Robin G. Beede and Langdon D. Himebaugh sold his shares to Maria J. Himebaugh each \$10.00 and other good and valuable consideration, the sufficiency of which is hereby acknowledged by all parties.


Robin G. Beede purchased all 250 shares from Kevin R. Beede and Maria J. Himebaugh purchased all 250 shares from Langdon D. Himebaugh.



Kevin R. Beede resigned as President of Global Audience Providers, Inc., and Langdon D. Himebaugh resigned his position with Global Audience Providers, Inc. as Treasurer and both severed all ties with Global Audience Providers, Inc.

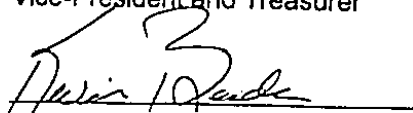
Maria J. Himebaugh assumed the offices of both President and Secretary. Robin A. Beede assumed the offices of both Vice-President and Treasurer.


The signatures required for all documents, contracts or checks written by Global Audience Providers, Inc. will be only one of two (2). A sufficient signature is to be either that of Robin G. Beede, Vice-President or Maria J. Himebaugh, President.

DATED this 29th day of August, 1995.

  
President and Secretary

   
Vice-President and Treasurer

  
Kevin R. Beede

  
Langdon D. Himebaugh

