

79500023680

FILED
95 MAR 22 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Marcia Cash
(Registrant's Name)
7461 S.W. 16th Street
(Address)
St. Landeale, Fl. 33317
(City, State, Zip) (Phone #)

700001437337
-03/23/95--01010--010
****122.50 ****122.50

OFFICE USE ONLY

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

1. Tranquility Communications, Inc.
(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

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

D. BROWN MAR 23 1995

Examiner's Initials

CERTIFICATE OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

Tranquility Communications, Inc.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

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55 MAR 22 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

7461 SW 16th Street
Ft. Lauderdale, FL 33317-4964

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors of this corporation are as follows:

Marcia Cash President/Treasurer	7461 SW 16th Street Ft. Lauderdale, FL 33317-4964
Joseph Cash Vice-President	7461 SW 16th Street Ft. Lauderdale, FL 33317-4964
Joyce Cash Secretary	7461 SW 16th Street Ft. Lauderdale, FL 33317-4964

ARTICLE IX



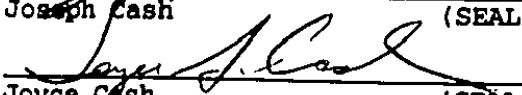
The names and street addresses of the persons signing these Articles of Incorporation as subscribers is as follows:

Marcia Cash President/Treasurer	7461 SW 16th Street Ft. Lauderdale, FL 33317-4964
Joseph Cash Vice-President	7461 SW 16th Street Ft. Lauderdale, FL 33317-4964
Joyce Cash Secretary	7461 SW 16th Street Ft. Lauderdale, FL 33317-4964

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, Marcia Cash, Joseph Cash, and Joyce Cash, all being natural persons, competent to contract, have hereunto set their hands and seals this 18th day of March, 1995.

	
Marcia Cash	(SEAL)
	
Joseph Cash	(SEAL)
	
Joyce Cash	(SEAL)

STATE OF FLORIDA)
) SS

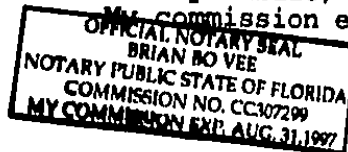
COUNTY OF Brevard)

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared MARCIA CASH and JOSEPH CASH and Joyce CASH to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 18 ^{month} day of 1995.

J. L. Bove
Notary Public, State of Florida
My commission expires:

(SEAL)



BUREAU OF CORPORATE RECORDS
PO Box 6327
Tallahassee, FL 32314

FILED
95 MAR 22 PM 3:52
S. JAMES H. STATE
TALLAHASSEE, FLORIDA

In compliance with section 607.325 Florida statutes, the following is submitted:

First, that Tranquility Communications, Inc. with its place of business at 7461 SW 16th Street, Ft. Lauderdale, FL 33317-4964 has named Marcia Cash, located at 7461 SW 16th Street, Ft. Lauderdale, FL 33317-4964, as its agent to accept service of process within the State of Florida.

Signature Marcia Cash
Title President
Date March 18, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325 Florida Statutes.

Signature Marcia Cash
Date March 18, 1995

Tranquility Communications, Inc.
7481 SW 18th Street
Ft. Lauderdale, FL 33317-4964

P95000023680

May 5, 1995

Secretary of State
Department of Corporations
PO Box 6327
Tallahassee, FL 32314

800001480828
-05/09/95--01092--012
*****35.00 *****35.00

Dear Sir/Madam,

I am enclosing two copies of the amended articles of Incorporation for the above named corporation along with a check for \$35.00.

Please return one copy to me. Thank you.

Sincerely,



Marcia Cash
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -2 AM 10:40

Amended
TLL



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1995

MARCIA CASH
TRANQUILITY COMMUNICATIONS, INC.
7461 S.W. 16TH STREET
FT. LAUDERDALE, FL 33317-4964

SUBJECT: TRANQUILITY COMMUNICATIONS, INC.
Ref. Number: P95000023680

We have received your document for TRANQUILITY COMMUNICATIONS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the document.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6905.

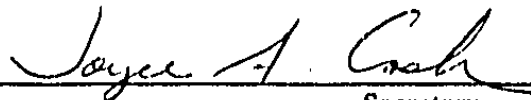
Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 595A00024192

TRANQUILITY COMMUNICATIONS, INC.
RESOLUTION OF THE BOARD OF DIRECTORS AND SHAREHOLDERS
April 28, 1995

Comes now the Board of Directors by unanimous consent and pursuant to a waiver of formal notice of a meeting in Florida and adopts the following Resolution for the Amendment of its' Articles of Incorporation:

BE IT RESOLVED that the Board of Directors has agreed to Amend the Certificate of Incorporation as filed with the Florida Bureau of Corporate Records in Tallahassee, Florida, 32314, on March 22, 1995, to effect an increase in authorized shares from 500 to 5,000,000 and to increase the Board from three Members to a possible maximum of fifteen Members and to include the additional provisions as stated in the Amended Articles attached hereto.

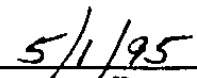

Secretary

WAIVER AND CONSENT OF BOARD

That the undersigned Members of the Board of Directors, who constitute the entire Board, hereby consent to the adoption of the foregoing Resolution unanimously. The undersigned Members of the Board also waive formal notice of meeting and agree to proceed by consent this date.



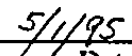
Marcia Cash



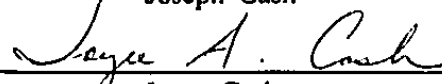
Date



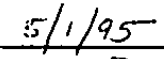
Joseph Cash



Date



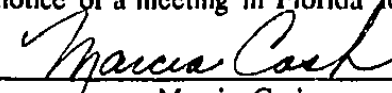
Joyce Cash



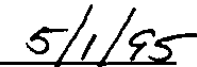
Date

WAIVER AND CONSENT OF THE SHAREHOLDER

That the undersigned is the sole Shareholder of shares of common stock of the Company and she consents to the foregoing Resolution this date and she waives formal notice of a meeting in Florida for this purpose in favor of a consent action.



Marcia Cash



Date

SECRET
EXCLUDED FROM AUTOMATIC
DOWNGRADING AND
DECLASSIFICATION
95 JUN -2 AM 10:48

**AMENDED ARTICLES OF INCORPORATION
OF
TRANQUILITY COMMUNICATIONS, INC.**

The undersigned natural person of lawful age, hereby establishes a corporation pursuant to the statutes of Florida and adopts the following Articles of Incorporation.

I.

The name of the corporation is **TRANQUILITY COMMUNICATIONS, INC.**, a Florida Corporation.

II.

The term of existence of the corporation shall be perpetual.

III.

(A) Purposes.

(1) To engage in creating and maintaining a high quality magazine on science, technology and outer space for selected markets, such as the youth, teenage, and student markets.

(2) To hold, have, purchase or mortgage and convey real and personal property of any kind and character, both within and without the state of Florida, and to carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated directly or indirectly, to promote the interest of the corporation or to enhance the value of its property, and to have, enjoy and exercise all the rights, powers and privileges conferred upon corporations organized under the State of Florida.

(3) To contract for, and to purchase, sell, exchange, and transfer real and personal property of any character, and to issue stock of the corporation in payment for any real or personal property, including rights and privileges purchased by the corporation, and generally to transact any and all business, and do any and all things in a way necessary to, incident to, or pertinent to the powers, purposes, and business of the corporation.

(4) To purchase, lease, or acquire by any proper means, in whole or in part, the goods, chattels, business, goodwill, rights and franchises, and to undertake, in whole or in part, the liabilities of any person, firm, corporation, or association engaged in any business similar to that of this corporation: to conduct any business so acquired either as a separate entity or to merge the same with this business.

(5) To conduct and engage in any business activity authorized or permitted for Corporations in this State and anywhere in the world.

(6) Generally to transact any and all business, and to do all things necessary or incident to the nature, objects, and purposes of the said corporation. The foregoing enumeration of purposes being by way of definition, and the same shall not be

held to limit, restrict or exclude any object or purpose which is in any way incident or necessary to the proper conduct of the business of the corporation.

(B) Powers. In furtherance of the foregoing purposes, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Florida. In addition, it may do everything necessary, suitable, or proper for the accomplishment of any of its corporate purposes.

IV.

The aggregate number of shares which the corporation shall have authority to issue is 5,000,000 common shares at no par value. The Board of Directors may from time to time distribute to the shareholders in partial liquidation, out of stated capital or out of capital surplus of the corporation, a portion of its assets, in cash or property, subject to the limitations contained in the statutes of Florida.

The corporation will have the authority to issue preferred stock at such terms as may be set by the Board of Directors. Preferred stocks shall have a priority over common stock in the event of liquidation of the corporation. Preferred stock shall not have any vote.

V.

The Board shall consist of the following:

1. Marcia Cash
7461 S.W. 16th Street
Fort Lauderdale, FL 33317-4964
2. Joseph Cash
7461 S.W. 16th Street
Fort Lauderdale, FL 33317-4964

3. **Joyce Cash**
7461 S.W. 16th Street
Fort Lauderdale, FL 33317-4964

Subsequent to the initial meeting of the Board of Directors, the number of Directors may from time to time be increased in such manner as shall be provided by the By-Laws of this corporation; in no event shall the number of Directors be less than one.

VI.

The address of the initial registered office of the corporation is located at 7461 S.W. 16th Street, Fort Lauderdale, FL 33317-4964. The name of its initial registered agent at such address is Marcia Cash. The corporation may conduct all or part of the business, other than at the above address, at such other place or places within or without the State of Florida as the Directors may from time to time specify, and the corporation may hold, purchase, mortgage, lease and convey real and personal property in any such place.

VII.

Cumulative voting and preemptive rights shall not be allowed.

VIII.

The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and the same are in furtherance of, and not in limitation or exclusion of, the powers conferred by law:

(A) Contracts with Directors. No contract or other transaction of the corporation with any other person, firm or corporation, or in which this corporation is interested, shall be affected or invalidated by: (i) the fact that any one or more of the Directors or officers of this corporation is interested in, or is Director or officer of another corporation; or (ii) the fact that any Director or officer, individually or jointly with others, may be a party to or interested in any such contract or transaction. Each person who may become a Director or officer of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any way interested.

(B) Corporation not bound by equitable interest in shares. The corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for any purpose, including all rights derived from such shares, and shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights derived from such shares, on the part of any other person, including a purchaser, assignee, transferee or creditor of the shareholder, unless and until such person shall become the registered owner of such share or shares. The holder or claimant to any equitable interest in any share of stock, other than registered owner thereof, regardless of any notice of meetings; examine a list of shareholders; receive dividends or other payments due to shareholders; exercise any other right or function conferred by the certificate evidencing the shares in question, article herein, the By-Laws of the corporation, until said person becomes the registered owner of said shares.

IX.

The name and address of the incorporator is:

Marcia Cash

7461 S.W. 16th Street

Fort Lauderdale, FL 33317-4964

X.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to:

(A) Manage and govern the corporation by majority vote at any regular or special meeting at which a quorum shall be present;

(B) Make, alter or amend By-Laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

(C) Fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

(D) Designate one or more committees, each committee to consist of two or more of the directors of the corporation, which to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation as to its committee business;

(E) The Board of Directors shall have power and authority to sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of the corporation, if in the usual and regular course of its business, upon such terms and conditions as the Board of Directors deems expedient and for the best interests of the corporation without vote or consent of the shareholders.

(F) The Board of Directors shall have the power and authority to merge or consolidate the corporation upon such terms and conditions as the Board of Directors deems expedient and in the best interests of the corporation, provided that such merger or consolidation is approved or ratified by the affirmative vote or concurrence of the shareholders of at least a majority of the shares entitled to be voted thereon at a shareholders meeting called for that purpose.

(G) The Board of Directors may, from time to time, distribute to its stockholders, without approval of the stockholders, in partial liquidation, out of stated capital or capital surplus of the corporation, a portion of its assets, in cash or in property, so long as the partial liquidation is in compliance with Florida Law.

(H) These Articles of Incorporation may be amended by resolution of the Board of Directors, and if shares have been issued, by affirmative vote or concurrence of the shareholders of a least a majority of the shares entitled to be voted thereon at a meeting called for that purpose.

(I) The corporation may be voluntarily dissolved by resolution of the Board of Directors and upon affirmative vote or concurrences of the shareholders holding at least a majority of the shares entitled to be voted thereon at a meeting called for the purpose and

at any time prior to the issuance of a certificate of dissolution by the Secretary of State, may revoke such voluntary dissolution proceedings upon the affirmative vote or concurrence of the shareholders holding at least a majority of the shares entitled to be voted at a meeting called for that purpose.

XI.

Each director and each officer of the corporation shall be indemnified by the corporation as follows:

(A) The corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner he reasonably believed to be not opposed to the best interests of the corporation, and with

respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(B) The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any right of the corporation, to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation, unless, and only to the extent that, the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, and in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such Court deems proper.

(C) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections (a) and (b) of this Article, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(D) Any indemnification under Sections (a) or (b) of this Article (unless ordered by a Court) shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the officer, director and employee or agent is proper in the circumstances, because he has met the applicable standard of conduct set forth in Section (a) or (b) of this Article. Such determination shall be made by (i) the Board of Directors by a majority vote of a quorum, consisting of directors who were not guilty or liable parties to such action, suit or proceeding, or (iii) by the affirmative vote of the holders of a majority of the shares of stock entitled to vote and represented at a meeting called for such purpose.

(E) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in Section (d) of this Article, upon receipt of an understanding by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

(F) The Board of Directors may exercise the corporation's power to purchase and maintain insurance on behalf of any person who is or was serving at the request of the corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability hereunder or otherwise.

(G) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Articles of Incorporation, the By-Laws, agreements, vote of the shareholders or disinterested directors, the Florida Corporation Code or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

(H) To assure indemnification under the provision of the foregoing sections of this Article XI, of all such persons who are or were "fiduciaries" of an employee benefit plan subject to the "Employee Retirement Income Security Act of 1974", as amended (ERISA) from time to time, this Article shall, for the purposes be deemed to include employee benefit plan; the corporation shall be deemed to have requested a person to serve an employee benefit plan where the performance by such a person of his duties to the corporation also imposes duties on, or otherwise involved services by, such person to the plan or participants or beneficiaries of the plan; excise taxes assessed on a person with respect to an employee benefit plan pursuant to said act of Congress shall be deemed "fines"; and action taken or omitted by a person with respect to an employee benefit plan and the performance of such person's duties for a purpose reasonably believed by such person to be in the interest of the participants and beneficiaries of the plan, shall be deemed to be for a purpose which is not opposed to the best interests of the corporation.

XII.

Meetings of stockholders may be held at such time and place as the By-Laws shall provide or as legally called by the Board of Directors. At all meetings of the shareholders, a majority of all shareholders entitled to vote shall constitute a quorum.

XIII.

These Articles of Incorporation may be amended by resolution of the Board of Directors if no shares have been issued, and if shares have been issued, by affirmative vote of the shareholders of at least a majority of the shares entitled to vote thereon at a meeting called for that purpose, or, when authorized, when such action is ratified by the written consent of all the shareholders of the shares entitled to vote thereon.

XIV.

Whenever the shareholders must approve or authorize any matter, whether now or hereinafter required by the laws of the State of Florida, the affirmative vote of a majority of the shares entitled to vote thereon shall be necessary to constitute such approval or authorization.

IN TESTIMONY WHEREOF, I have set my hand and seal this 4th day of May, 1995 and consent to serve as Registered Agent.

Marcia Cash

STATE OF FLORIDA

CITY AND COUNTY OF Dade) ss.)

I, Alejandra Metauten a Notary Public in and for the City and County of Dade, State of Florida, do hereby certify that Marcia Cash, known to me to be the person whose name is subscribed to the annexed and foregoing Articles of Incorporation, appeared before me this day in person and acknowledged that he signed, sealed and delivered the said instrument in writing as his free and voluntary act, for the purposed herein set forth.

Given under by hand and official seal this 4th day of May, 1995.

My commission expires: November 9, 1997.

A. Metauten
Notary Public



ALEJANDRA METAUTEN
My Commission CC280882
Expires Nov. 09, 1997