

P95000023863

Charter Number Only

3/23/95

Depot Rubber Stamp

Requester's Name

1762 S.W. 1 St

Address

Miami FL 33135

City

State

ZIP

Phone

642-8424

SECTION ONLY

900001438789  
-03/24/95--01047--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

MAGAZINE LEAD SERVICES OF MIAMI, INC.

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ With Wait

☒ Pick Up

☐ Mail Out

FILED

MAR 24 1995

Toll Free: 1-800-432-3028

|                |
|----------------|
| Name           |
| Availability   |
| Document       |
| Examiner       |
| Updater        |
| Verifier       |
| Acknowledgment |
| W.P. Verifier  |

H. SIMS MAR 24 1995

**ARTICLES OF INCORPORATION  
MAGAZINE LEAD SERVICE OF MIAMI, INC.**

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

**I**

The name of the corporation shall be **MAGAZINE LEAD SERVICES OF MIAMI, INC.**

**II**

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

- A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.
- B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.
- C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.
- D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.
- E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provide that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects herein above specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

**III**

The number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred shares of ONE (\$ 1.00 ) Dollar par value.

**IV**

The existence of this corporation shall be perpetual.

**V**

The principal office of this corporation shall be:

**10115 SW 117 CT, MIAMI FL 33186**

**VI**

The Board of Directors of this corporation shall consist of not less than one and not more than three (3) members.

**VII**

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-laws, and the laws of the State of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

**ALFONSO J. RUIZ  
10115 SW 117 CT  
MIAMI FL 33186  
305-596-4544**

**MICHAEL RETZ  
3903 MAVERICK AVE  
SARASOTA, FL 34233**

**VIII**

The Registered Agent and the registered office for this corporation are:

**ALFONSO J. RUIZ  
10115 SW 117 CT  
MIAMI FL 33186  
305-596-4544**

**IX**

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

|                         |                             |
|-------------------------|-----------------------------|
| <b>ALFONSO J. RUIZ-</b> | <b>President/ Treasurer</b> |
| <b>MICHAEL RETZ</b>     | <b>Secretary</b>            |

**X**

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-laws.

**XI**

**ARTICLES V. VOTING RIGHTS**

Each holder of par value common stock shall at every meeting of the stockholders be entitled to one vote for each share of the par value common stock of the corporation standing in his name at the time of the close of the transfer book before such meeting or as otherwise provided by law.

**XII**

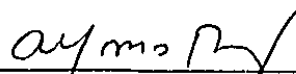
**PREEMPTIVE RIGHTS**

Each stockholder shall have preemptive rights. Every stockholder, 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 pro rata share at the price at which it is offered to others.

**XIII**

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
\_\_\_\_\_  
**ALFONSO J. RUIZ**  
10115 SW 117 CT  
MIAMI FL 33186

**PHONE 305-596-4544**

FILED  
95 MAR 24 PM 11:04  
FBI - NEW YORK

**The name(s) and address(es) of the person(s) signing these Articles are:**

IN WITNESS WHEREOF, the undersigned have executed these Articles these Articles of Incorporation this 21 day of MARCH, 1995.

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

Robert J. Riccobono  
NOTARY PUBLIC STATE OF FLORIDA  
Robert J. Riccobono

COMMISSION NUMBER CG-120 770

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