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Transmittal Letter

May 25, 1995

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL. 32314

FILED  
1995 JUN -8 AM 9 26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: M-PRESS COMMUNICATIONS, INC

800001507968  
-06/08/95--01011--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00


Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00.

Please call if any questions.

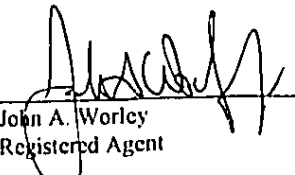
FROM: John A. Worley  
121 Palm Bay Court  
Ponte Vedra Beach, FL. 32082  
904\285-4648

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF**  
**REGISTERED AGENT OF**  
**M-PRESS COMMUNICATIONS, INC.**

Pursuant to Section 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon M-Press Communications, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 121 Palm Bay Court, Ponte Vedra Beach, FL 32254 32082 

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at 121 Palm Bay Court, Ponte Vedra Beach, Florida 32082, St. Johns County, on this 25th day of May, 1995.

 (SEAL)  
John A. Worley  
Registered Agent

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1995 JUN -8 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
M-PRESS COMMUNICATIONS, INC.**

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, codified as Chapter 607 of the Florida Statutes, hereby adopts the following Articles of the Corporation (the "Articles") for such Corporation:

**Article I**

**Name**

The name of the Corporation is M-Press Communications, Inc. (the "Corporation"). The principal office and place of business and mailing address of the Corporation shall initially be at Palm Bay Court, Ponte Vedra Beach, Florida 32082, but the Corporation may have and maintain branches, offices and places of business elsewhere in the State of Florida. The Board of Directors may change the Corporation's principal office and other offices without amending these Articles or the Corporation's Bylaws (the "Bylaws").

**Articles II**

**Duration**

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

**Article III**

**Capital Stock**

The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000). All shares shall be of a single class, common, and shall have no par value.

**Article IV**

**Stock Transfers - Corporation's Right of First Refusal**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation without first offering such shares for sale to the Corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, shall be sent by registered or certified mail to the Corporation at its principal place of business; and shall remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

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TALLAHASSEE, FLORIDA

On the death of any shareholder, the Corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the Corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such Articles is on file at the principal office of the Corporation."

#### Article V

##### Purpose

The purpose of the Corporation will be to engage in any activity or business permitted under the laws of the United States and under the laws of Florida.

The Corporation shall have the authority to do everything necessary, suitable, or proper for the accomplishment of any lawful purpose, the attainment of any object, or the exercise of any authority herein set forth, either alone or in conjunction with other corporations, firms, partnerships, individuals, or as principal or agent, and to do every act or acts, thing or things incidental or appurtenant to, or growing out of, or connected with such object or authority.

#### Article VI

##### Initial Registered Office Agent

The name and address of the initial registered agent and office of this Corporation is as follows:

John A. Worley  
121 Palm Bay Court  
Ponte Vedra Beach, FL. 32082

#### Article VII

##### Incorporator

The name and address of the Incorporator of these Articles of Incorporation is John A. Worley whose address is 121 Palm Bay Court, Ponte Vedra Beach, FL 32082

### Article VIII

#### Amendment of Bylaws

Unless otherwise prohibited by applicable law, the Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Directors of the Corporation at any meeting of the Board of Directors, or by the shareholders at any regular or special meeting of the shareholder of which due notice shall be given. Notice shall state the time and the place the meeting and the substance of the proposed amendment, alteration, rescission or other changes(s).

### Article IX

#### Amendment to Articles

The Articles of Incorporation may be amended by vote of a majority of the Corporation's shareholders present in person or represented by proxy at a lawful meeting of the shareholders provided, however, notice is given which includes notice of the proposed amendment.

### Article X

#### Indemnification

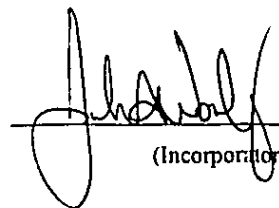
Indemnification shall be allowed as to any and all Board of Directors and Officers to the full extent allowed by law, as exists now or as may be provided for in the future. Indemnification shall be provided solely by majority vote of the Board of Directors as are in office at the time of the vote.

### Article XI

#### Directors' and Officers' Insurance

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have authority to indemnify him or her against such liability under the provisions of these Articles or under the law.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator, has executed these Articles of Incorporation this 25th day of May, 1995.

  
(Incorporator)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



# News

For Small And Home-Based Businesses

P.O. Box 878

Ponte Vedra, FL 32084

(904) 285-8778

Fax (904) 269-4037

P95000045891

September 5, 1995

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Re: M-PRESS COMMUNICATIONS, INC.

**FILE ADDRESS CHANGE ONLY!**

Enclosed is an original and one(1) copy of the following documents to be filed with the State-Division of Corporations with reference to the above corporation:

- (1) Shareholders Agreement
- (2) By-Laws of M-Press Communications, Inc.
- (3) Unanimous Written Consent in Lieu of the Organizational Meeting of the Board of Directors

Also, there has been a new address established which is: P. O. Box 878, Ponte Vedra Beach, FL 32082. Should there be any questions concerning the above mentioned documents, please feel free to contact me at (904) 285-8778.

Yours very truly,

*Donna Worley*  
Donna Worley  
Business/Sales Manager

NOT  
FILED  
WITH  
THIS  
OFFICE.

DL  
9.6.95

*[Handwritten signature]*

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12-21-95

Division of Corporations

P.O. Box 6327

Tallahassee, FL.  
32314

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95 DEC 26 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: M-Press Communications, Inc.  
Dissolution of Corporation

Dear Sir/Madam:

Please find enclosed a check in the amount of \$35.00  
for the filing fee for the articles of dissolution for  
the above referenced corporation.

000001671460  
-12/27/95--01019--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Please submit any questions or correspondence to:

Jay Workley

121 Palm Bay Ct.

Ponte Vedra Beach FL  
32082

(904) 285-4648

Sincerely,  
Jay Workley

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## ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is M-Press Communications, Inc.

SECOND: The articles of incorporation were filed on 6-8-95

THIRD: (CHECK ONE)

☐ None of the corporation's shares have been issued.

☒ The corporation has not commenced business. *(expenses incurred - NO income prior to dissolution)*

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

Signed this 18 day of December, 19 95

Signature

[Signature]  
(By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)

John A. Worley, Jr.  
(Typed or printed name)

President / Incorporator  
(Title)

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