

7/19/95 **P95000057258**

Charter Number Only

95 JUL 21 AM 10:43

DIVISION OF CORPORATION

CIARA RIVADENEIRA
Requestor's Name
2742 SW 8 ST. #1201
Address
MIAMI FL 33135
City State ZIP Phone

VALIDATION ONLY

100001542971
-07/21/95-0000-004
***122.50 ***122.50

CORPORATION(S) NAME

IMAGE ADVERTISE INC.

FILED
1995 JUL 25 PM 11:41
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



EMPIRE Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input checked="" type="checkbox"/> Walk In		<input type="checkbox"/> After 4:30
		<input type="checkbox"/> Mail Out

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

P95-87210
CERTIFIED COPY

R CHESSEY JUL 25 1995



FLORIDA DEPARTMENT OF STATE

July 21, 1995

Sandra B. Mortham
Secretary of State

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: IMAGE ADVERTISE INC.
Ref. Number: W95000014760

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1995 JUL 25 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for IMAGE ADVERTISE INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 895A00034974

95 JUL 25 AM 10:21
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

IMAGE ADVERTISE OF MIAMI INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

IMAGE ADVERTISE OF MIAMI INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

P.O. BOX 960614
MIAMI, FLORIDA 33296-0614

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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JUL 25 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$20.00

Unless otherwise sated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

EDUARDO ANDRADE
10125 SW. 141 COURT
MIAMI, FL 33186

ARTICLE VII

The initial board of Directors shall consist of a total of 3 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

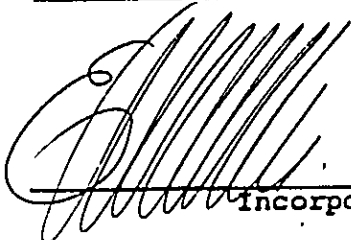
EDUARDO ANDRADE 10125 SW. 141 COURT - MIAMI, FL 33186
ALBERTO YEPES 5875 SW. 74 TER. # 37 - MIAMI, FL 33143
CARLOS E. PADILLA 6261 WEST FLAGER ST # 25 - MIAMI, FL 33144

ARTICLE VIII

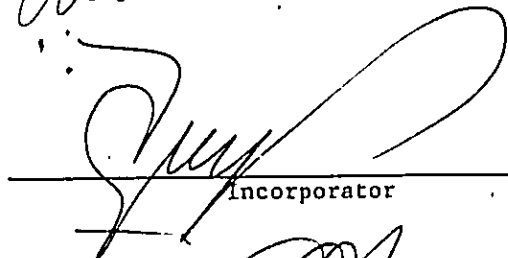
The name and address of the incorporator executing these Articles of Incorporation is:

EDUARDO ANDRADE	10125 SW. 141 COURT. - MIAMI, FL 33186
ALBERTO YEPES	5875 SW. 74 TER. # 37 - MIAMI, FL 33143
CARLOS E. PADILLA	6261 WEST FLAGER ST # 25 - MIAMI, FL 33144

The undersigned has executed these Articles of Incorporation this 19 **day of** JULY **, 19** 95.



Incorporator



Incorporator



Incorporator

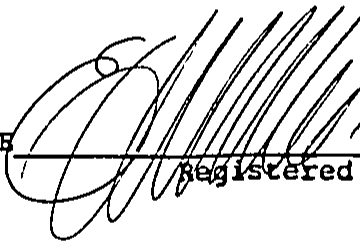
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that IMAGE ADVERTISE OF MIAMI INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has named EDUARDO ANDRADE
(Name of Registered Agent)
located at 10125 SW. 141 COURT M. FL. 33186 County of DADE
(City) (County)
State of Florida, as its agent to accept service of process within
this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1995 JUL 25 PM 1:41

FILED

P95000057258

(Requestor's Name)

(Address)

(City, State, Zip)

(Phone #)

500001635845
-11/14/95--01096--009
*****70.00 *****35.00

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

55 NOV 14 PM 1:41
TALLAHASSEE, FLORIDA

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

Examiner's Initials



Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF Florida
COUNTY OF Dade

I, Eduardo Anchiade after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

Eduardo Anchiade hereby resign as Officer
(Title)

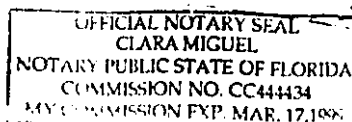
Image Advertising of Miami Inc, a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

[Signature]
Signature of resigning officer/director

Sworn to and subscribed before me this 28 day of September, 1995

[Signature]
NOTARY PUBLIC



My Commission Expires: _____

FILING FEE IS \$35.00

P950000 57258

RIVADENEIRA & ASSOCIATES, INC.

2742 S. W. 8th STREET # 201
MIAMI, FLORIDA 33135

(City, State, Zip)

(Phone #)

800001635829

-11/14/95--01096--009

70.00 **35.00

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
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF Florida
COUNTY OF Dade

I, Carlos E Padilla after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

Carlos E Padilla hereby resign as Officer of Image AdverTise of Miami Inc, a Florida corporation;
(Name of Corporation)

TALLAHASSEE, FLORIDA
55 NOV 1 1995
FBI

That the corporation has been notified in writing of the resignation.

X [Signature]
Signature of resigning officer/director

Sworn to and subscribed before me this 28 day of September of 1995

[Signature]
NOTARY PUBLIC
OFFICIAL NOTARY SEAL
CLARA MICHELI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC4448
COMMISSION EXPIRATION DATE 12/31/97

My Commission Expires: _____

FILING FEE IS \$35.00