P95000069689

AMERILAWYER®

(Requestor's Name)
343 ALMERIA AVENUE

CORAL GABLES, I'L 33134 - (305) 445-2700

(City, State, Zip) (Phone #)

200001581363 -09/11/95--01037--008 ***1050.00 *****70.00

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Examiner's Initials

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): MEDIAMINDED, INC. (Corporation Name) (Document #) (Corporation Name) (Document #) 3. (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Certified Copy Pick up time _ Certificate of Status Mail out Will wait Photocopy **NEW FILINGS AMENDMENTS** Profit Amendment Resignation of R.A., Officer/Director NonProfit Limited Liability Change of Registered Agent Dissolution/Withdrawal Domestication Other Merger

REGISTRATION/

QUALIFICATION

Limited Partnership

Reinstatement

Trademark

Other

Foreign

OTHER FILINGS

Annual Report

Fictitious Name

CR2E031/10/923

Name Reservation

ARTICLES OF INCORPORATION

OF

MEDIAMINDED, INC.

95 SEP II BY 1:32

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **MEDIAMINDED**, **INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 402 Congressional Way, Pompano Beach, Florida 33073 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez 343 Almeria Avenue Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:

Michael D. Potenza

Secretary: Treasurer: Michael D. Potenza Michael D. Potenza



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Michael D. Potonza

ARTICLE 7 - CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.



ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer[®], located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer[®], 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 12 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 8 September 1995.

Elsio Sanchoz, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer[®], having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®

Natalia Utrera, Vice President

ARTURE

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM,

APPLICATION FOR ()\9 REINSTATEMENT



FLORIDA DUPARTMENT OF STATE Sandra B. Mortham

Socretary of State

DIVISION OF CORPORATIONS

DOCUMENT #

P95000069689

1. Corporation Nation

MEDIAMINDED, INC.

Princip d Place of Husinesis

Misting Address

402 CONGRESSIONAL WAY POMPANO BEACH FL 33073 402 CONGRESSIONAL WAY POMPANO BEACH FL 33073



10/1/96

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| Now Principal Office Address: If Applicable | | 3. New Mailing Office Address, If Applicable Giste, Aut. #, etc | | 110 | Date locorporated or Qualified to Do Thermose in Florida 09/11/1895 | | |
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| 3313 | 34 Country | 10013 | | | | | 5. Additional Learningson rateristicate of Status |
| Hillory : | l Stand Addresses of Fach Officer and/ Name of Officers and/or Denctors | | Street Add | rass of Each Vor Director | | Cny/Sta | to / Zip |
| PSTD | POTENZA, MICHAEL D | | 402 CONGRESSIONAL WAY | | | POMPANO BEACH FL 33073 | |
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| | B. Name and Address of Current | Registered Agent | | | | | n. alan |
| | B. Name and Address of Current i | | Name | | | ddress of New Registered A | |
| 343 ALA | W FIRM OF LAWRENCE J SPIEGE IERIA AVENUE | | Stree | n 1 Address (P.0 | 9, Nume and A | | |
| 343 ALA | N FIRM OF LAWRENCE J SPIEGE | | Stree | , | 9, Nume and A | ddress of New Registered A | |
| 343 ALA CORAL | W FIRM OF LAWRENCE J SPIEGE MERIA AVENUE GABLES FL 33134 pointed the registered agent of the ability | il Chatd | Sure Suite City on, am tamiliar with and a AMERI | Apt. #, Etc. | 9, Name and A | s Not Acceptable) State FL Date | gent 10-7-416 |