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-02/01/96--01070--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Office Use Only

SGA PARTNERS INC.

MARKETING  
PROMOTION  
ADVERTISEMENT

110 EAST JEFFERSON  
ORLANDO, FLORIDA  
32801

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  
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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

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

February 5, 1996

**KATJA V. NOLTE**  
1012 HARWELL ST  
ORLANDO, FL 32801

**SUBJECT: GRAB'N AD**  
Ref. Number: W96000002696

We have received your document for GRAB'N AD and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document is illegible and not acceptable for microfilming.

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) 487-6878.

**Terri Buckley**  
Corporate Specialist

Letter Number: 696A00004963



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 5, 1996

KATJA V. NOLTE  
1012 HARWELL ST  
ORLANDO, FL 32801

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Terri Buckley  
Corporate Specialist

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## ARTICLES OF INCORPORATION OF

The undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the laws of the State of Florida.

### ARTICLE I. NAME

ARTICLE VI. SUBSCRIPTION

The name of the corporation is

GRABH AD INC.

### ARTICLE II. DURATION AND PURPOSE

The period of the corporation's duration shall be perpetual until dissolved on a vote of the shareholders as hereafter provided. The purpose of the corporation is to engage in or transact any or, all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country or nation.

### ARTICLE III. CAPITAL STOCK

The total numbers of shares of capital stock which the corporation shall be authorized to issue is 5000 shares. Such shares shall be of a single class of common stock, and have a par value of One Dollar (\$0.01).

### ARTICLE IV. CORPORATE OFFICE AND RESIDENT AGENT

The address of the corporation's principal office is City of Orlando, State of Florida. The name of the initial registered agent of the corporation Katja V. Nolte located at

1012 Harwell Street, Orlando, FL, 32801

### ARTICLE V. CORPORATE POWER AND AUTHORITY

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida.

**ARTICLE VI. PREEMPTIVE RIGHTS**

shareholders

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which she already holds, shall have the right to purchase her pro rata share thereof at the price it is offered to others.

consent of the shareholders. On distribution of corporate property

**ARTICLE VII. SUBSCRIBERS**

distributed to the shareholders. The names and addresses of the persons signing these articles of incorporation as subscribers and shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than fifteen days following the issuance of the Certificate of Incorporation.

Following the adoption of bylaws by the affirmative vote of three-fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS AND OFFICERS**

The number of directors constituting the initial board of directors is two, and the names and addresses of the initial directors are as follows: Katja V. Nolte

*Katja V. Nolte*

President /Treasurer /Director.

Katja V. Nolte

*Katja V. Nolte*

Director /Vice President /Secretary.

The initial directors and officers shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director and officer shall be one year and until the election and qualifications of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until

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FEB 27 AM 11:05  
TALLAHASSEE, FLORIDA

such number is changed by a bylaw duly adopted by the shareholders.

#### ARTICLE IX. DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by her.

In witness hereof, the undersigned incorporators of this corporation, has executed these articles of incorporation this 29<sup>th</sup> day of January, 1996.

*Margaret E. Gleman*  
MARGARET E. GLEMAN

BEFORE ME, Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF I have set my hand and seal, in the State and Orange County aforesaid, this 29<sup>th</sup> of January, 1996 Florida

Produced FLD

N 430518709440

Notary Public

My Commission Expires:



CHRISTINE E STACY  
My Commission CC433154  
Expires Jan. 12, 1999  
Bonded by HAI  
800-422-1555

#### ACCEPTANCE OF RESIDENT AGENT

The undersigned, having been named to accept service of process for GRABn AD Inc. at the place designated in the Articles of Incorporation, hereby agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping open said office.

*Katja V. Nolte*  
By: Katja V. Nolte  
Resident Agent

# P96000017739

SOLV PARTNERSHIP

MADRID, ID

THERESA J. JEFFERSON

PROGRESS

CHICAGO, ILLINOIS

ADVERTISING

LTD.

100001857811

-06/11/96--01075--019

\*\*\*\*\*43.75 \*\*\*\*\*43.75

City/State/Zip

Phone #

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

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AMENDMENTS	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN 28 PM 12:32

TLL JUN 28 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 18, 1996

SGA Partners Inc.  
118 E. Jefferson  
Orlando, FL 32801

SUBJECT: GRAB'N AD INC.  
Ref. Number: P96000017739

We have received your document for GRAB'N AD INC. and your check(s) totaling \$43.75. 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) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 896A00030158



ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN 28 PM 12:52

Grab'n ad Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

I. NAME : changes to now become :

XPOSITION GALLERY INCORPORATED

IV. Address of Corporation's principal office :

changes to: 118 East Jefferson Street  
Orlando, FL 32801  
407-245-7830

VII. BOARD IS NOW COMPRISED OF:

- |                       |  |
|-----------------------|--|
| (1) KATJA V. NOLTE    | 118 East Jefferson Street, ORLANDO, FL 32801 |
| (2) Stephen V. Gorges | 118 East Jefferson Street, Orlando, FL 32801 |
| (3) MARLA GORGES      | 118 East Jefferson Street, Orlando, FL 32801 |

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

- |                       |                            |                          |
|-----------------------|----------------------------|--------------------------|
| (1) KATJA V. NOLTE    | - 50 % OWNER / SHAREHOLDER | - 2 VOTES - 2,500 Shares |
| (2) Stephen V. Gorges | - 25 % OWNER / SHAREHOLDER | - 1 VOTE - 1,250 Shares  |
| (3) MARLA GORGES      | - 25 % OWNER / SHAREHOLDER | - 1 VOTE - 1,250 Shares  |

THIRD: The date of each amendment's adoption: 6/6/96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group"

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 6th of June, 19 96

Signature

Katja V. Nolte Marla Gorges Steve Gorges  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

25th June 1996

Katja V. Nolte Marla Gorges Steve Gorges  
OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Katja V. Nolte Marla Gorges STEVE GORGES  
Typed or printed name

KATJA V. NOLTE - PRESIDENT  
Title  
MARLA GORGES - Vice President, Treasurer  
STEPHEN V. GORGES - Vice President, Creative