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**Kevin E. Leary, Attorney at Law**  
Kevin E. Leary, P.A.  
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Gainesville, Florida 32605  
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FILED  
SEP 26 1996  
FBI - TAMPA

September 23, 1996

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

200001955202  
-09/24/96--01159--009  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed please find the articles of incorporation for Pennywhistles & Moonpies Publishing, Inc. and House of Dreams, Inc. In addition, please find a check for \$122.50 attached to each set of articles (check #779 and #780).

Please return the articles to Kevin E. Leary at the above address. If you have any questions, please do not hesitate to call us.

As always, it is a pleasure working with you, and I look forward to hearing from you soon.

Sincerely,

*Deanna L. Kendall for*

Kevin E. Leary  
Enclosures

D. BROWN SEP 26 1996

**ARTICLES OF INCORPORATION  
OF  
PENNYWHISTLES & MOONPIES PUBLISHING, INC.**

FILED  
SECRETARY OF STATE  
SEP 21 AM 9:21  
DIVISION OF CORPORATIONS

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I: NAME OF CORPORATION**

The name of this corporation shall be **PENNYWHISTLES & MOONPIES PUBLISHING, INC.**

**ARTICLE II: NATURE OF BUSINESS**

The general nature of business to be transacted by this corporation shall be as follows:

- a) To engage in any and all lawful business;
- b) To conduct business, have one or more officers, hold, mortgage, sell, convey, lease or otherwise dispose of real or personal property, including franchises, patents, copyrights, trademarks, and licenses of the State of Florida and in all other States and Countries;
- c) To contract debts and borrow money, issue and sell or place bonds, notes and other evidences of debts, and to execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as may be required;

d) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation in the State of Florida or by any other State or Government, and while the owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock;

e) To purchase the corporate assets of any other corporation and engage in the same character of business;

f) To enter into, make, perform and carry out contracts for any lawful purpose pertaining to the business of the corporation, without limit as to amount, with any person, firm, syndicate, committee, associate or corporation, or municipal or governmental board, body, or authority, either domestic or foreign, now or hereafter to be organized; and,

g) In general, and in connection with the foregoing, this corporation shall have and may exercise all of the powers of like corporations confirmed by the corporation laws of the State of Florida, it being expressly provided that enumeration of the objects, powers, and purposes hereinabove specified shall not be held to limit or restrict in any manner the object, powers and purposes of the corporation, and none of the clauses named in this article shall be in any way limited or restricted by reference to the terms of any clauses, objects, powers or purposes set forth in

this article, or in any other article hereof, but that the objects, powers and purposes specified in each of the clauses of this article shall be regarded as independent and cumulative purposes, powers and objects.

#### **ARTICLE III: CAPITAL STOCK**

The maximum number of shares of stock in this corporation is authorized to have outstanding at one time is 7,000 shares of common stock, which shall \$.10 par value per share. Any such stock may be issued and sold in whole or fractional shares, and there may be included in the by-laws of the corporation provisions recognizing pre-emptive rights of the stockholders and having limitations on the issue of or the transfer of stock of the corporation. The stockholders of the corporation may agree among themselves, or with the corporation, upon limitations on the transferability or assignment of the stock issued by the corporation, or provisions and agreements for pre-emptive rights of purchase with reference to such stock or any part thereof, whether issued or to be issued, or for options for the purchase in the event of the sale of the stock issued by the corporation.

#### **ARTICLE IV: INITIAL CAPITAL**

The amount of capital with which this corporation shall begin with shall be not less than One Hundred Dollars (\$100.00).

#### **ARTICLE V: TERMS OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE VI: INITIAL ADDRESS**

The initial post office address of this corporation in the State of Florida shall be at Post Office Box 1101, Apopka, Florida 32704. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

#### **ARTICLE VII: DIRECTORS**

The corporation shall initially have three (3) directors. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders, but never shall have less than one director.

#### **ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS**

The names and post office address of the members of the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
BRITTON CAMERON	16411 N.E. 2nd Street Gainesville, FL 32609
JACK SIZEMORE	2317 S.W. 72nd Terrace Gainesville, FL 32607
JEFFREY COFFEY	840 White Ivy Court Apopka, FL 32712

The names, title and address of the initial officers who shall hold office during the first year of the corporation's existence or until their successors are elected are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
BRITTON CAMEON	President	16411 N.E. 2nd Street Gainesville, FL 32609
JACK SIZEMORE	Secretary	2317 S.W. 72nd Terrace Gainesville, FL 32607

JEFFREY COFFEY

Treasurer

840 White Ivy Court  
Apopka, FL 32712

#### ARTICLE IX: INCORPORATORS

The name and address of the incorporators to these Articles of Incorporation are:

NAME	ADDRESS
BRITTON CAMERON	16411 N.E. 2nd Street Gainesville, FL 32609
JACK SIZEMORE	2317 S.W. 72nd Terrace Gainesville, FL 32607
JEFFREY COFFEY	840 White Ivy Court Apopka, FL 32712

#### ARTICLE X: SUBSCRIBERS

The names and post office address of each subscriber to these Articles of Incorporation, the number of shares each subscribes to, and the consideration therefore are as follows:

NAME	ADDRESS	SHARES	CONSIDERATION
BRITTON CAMERON	16411 N.E. 2nd Street Gainesville, FL 32609	375	\$37.50
JACK SIZEMORE	2317 S.W. 72nd Terrace Gainesville, FL 32607	375	\$37.50
JEFFREY COFFEY	840 White Ivy Court Apopka, FL 32712	250	\$25.00

#### ARTICLE XI: CONDUCT OF BUSINESS

In furtherance and not in limitation of the powers conferred by statutes, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

a) Subject to such restriction, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or the bylaws as constituted from time to time, expressly conferred upon or reserved to the stockholders;

b) Authorized shares of stock may be issued for a consideration having value in the judgment of the Board of Directors;

c) The initial bylaws may be adopted by the subscribers hereto. Such bylaws may be amended, altered, or repealed only by the stockholders of the corporation by an affirmative vote of the holders of a majority of the common stock outstanding entitled to be voted. No such bylaws shall be in conflict with these Articles of Incorporation or with any outstanding prior agreements of the stockholders which appear of record in the minute book or other records of the corporation; and,

d) The corporation shall have such officers as may be from time to time provided in the bylaws and such officers shall be designated in such manner and shall hold their offices for such time and shall have such powers or duties as may be prescribed by the bylaws, or as may be determined from time to time by the Board

of Directors subject to the bylaws.

**ARTICLE XII: EFFECTIVE DATE**

These Articles of Incorporation shall be effective on the date of filing with the State of Florida.

**ARTICLE XIII: AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 19 day of SEPTEMBER, 1996.

BY: Britton Cameron  
BRITTON CAMERON

DATE: 9/19/96

BY: Jack Sizemore  
JACK SIZEMORE

DATE: 9/18/96

BY: Jeffrey Coffey  
JEFFREY COFFEY

DATE: 9/19/96



STATE OF FLORIDA

COUNTY OF ALACHUA

The foregoing instrument was personally acknowledged before me this 19<sup>th</sup> day of September, 1996 by **BRITTON CAMERON** who is personally known to me or who has produced \_\_\_\_\_ as proper identification and who has executed and delivered the foregoing instrument for the purpose therein expressed, and who did (did not) take an oath.

**WITNESS** my hand and official seal in the state and county named above this 19<sup>th</sup> day of September, 1996.

  
NOTARY PUBLIC

STATE OF FL

My Commission Expires:



ELEONORA BLUM  
My Commission C0678488  
Expires May 28, 1999  
Bonded by HUS  
888-888-1888

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was personally acknowledged before me this 19<sup>th</sup> day of September, 1996 by **JACK SIZEMORE** who is personally known to me or who has produced \_\_\_\_\_ as proper identification and who has executed and delivered the foregoing instrument for the purpose therein expressed, and who did (did not) take an oath.

**WITNESS** my hand and official seal in the state and county named above this 19<sup>th</sup> day of September, 1996.

  
NOTARY PUBLIC

STATE OF FL

My Commission Expires:



ELIZABETH A. SURACE  
My Commission C0878400  
Expires May. 22, 1999  
Bonded by HAI  
800-422-1586

STATE OF Florida  
COUNTY OF Alachua

The foregoing instrument was personally acknowledged before me this 19<sup>th</sup> day of September, 1996 by **JEFFREY COFFEY** who is personally known to me or who has produced \_\_\_\_\_ as proper identification and who has executed and delivered the foregoing instrument for the purpose therein expressed, and who did (did not) take an oath.

WITNESS my hand and official seal in the state and county named above this 19<sup>th</sup> day of September, 1996.

  
NOTARY PUBLIC

STATE OF FL

My Commission Expires:



ELIZABETH A. BLUMKE  
My Commission 00678488  
Expires May. 28, 1998  
Bonded by H&H  
800-488-1888

CERTIFICATE DESIGNATING 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 its registered agent and registered office in the State of Florida:

1. The name of the corporation is **PENNYWHISTLES & MOONPIES PUBLISHING, INC.**

2. The name and address of the registered agent and office is:

KEVIN E. LEARY, Attorney at Law  
2210 N.W. 40th Terrace, Suite A  
Gainesville, Florida 32605

SIGNATURE: Kevin E. Leary

TITLE: Attorney at Law / Registered Agent

DATE: 9/19/96

#### ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I **KEVIN E. LEARY**, hereby accept to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

BY: Kevin E. Leary

**KEVIN E. LEARY**

Attorney at Law, as the  
Registered Agent for

**PENNYWHISTLES & MOONPIES PUBLISHING, INC.**

DATE: 9/19/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 24 AM 9:22