

996000084019  
ALLEN, KNUDSEN, DEBOEST & ROBERTS, P. A.  
ATTORNEYS AT LAW  
ESTABLISHED 1947

1415 HENDRY STREET  
POST OFFICE BOX 1480  
FORT MYERS, FLORIDA 33902  
TELEPHONE (941) 334-1381  
FACSIMILE (941) 334-0266

PARK NORTH CENTER  
5121 CASTELLO DR. SUITE #1  
NAPLES, FLORIDA 33940  
TELEPHONE (941) 263-5040  
FACSIMILE (941) 263-6944

GEORGE E. ALLEN (1918-1998)  
BRENDA A. BAYLY  
LORI W. CLIFFORD  
CHRISTOPHER N. DAVIS  
RICHARD D. DEBOEST  
RICHARD D. DEBOEST II  
ROBERT H. DUCKWALL  
DANA M. GALLUP  
C. MICHAEL JACKSON  
THAD D. KIRKPATRICK

PLEASE REPLY TO:  
NAPLES OFFICE

ARTHUR K. KNUDSEN, JR.  
TERRENCE F. LENICK  
HOWARD S. RHOADS, RETIRED  
CHARLES M. ROBERTS  
\*LINDA W. MUELLER  
WILLIAM E. STOCKMAN  
TAMILA EADY WISEMAN  
\*BOARD CERTIFIED IN  
MARITAL AND FAMILY LAW

October 3, 1996

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

600001968300  
-10/08/96--01158--016  
\*\*\*\*131.25 \*\*\*\*131.25

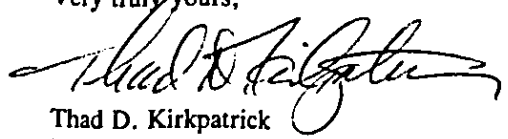
Re: Ad\WARE, Inc.

Dear Sirs:

Enclosed is an original and one copy of the Articles of Incorporation for Ad\WARE, Inc. Also enclosed is our check in the amount of \$131.25 which represents payment of the filing fee, certified copy and certificate of status. After you have filed the original Articles, please forward the certified copy of the Articles together with the Certificate to the undersigned.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Thad D. Kirkpatrick  
For the Firm

OCT 11 1996 BSB

FILED  
96 OCT -7 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TDK/rd  
Enclosure  
thad\0579-2.ltr

**FILED**

96 OCT -7 AM 9:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

of

**Ad\WARE, Inc.**

THE UNDERSIGNED, acting as the Incorporator of a corporation pursuant to the Florida General Corporation Act, hereby adopt the following Articles of Incorporation of **Ad\WARE, Inc.**, a corporation under the laws of the State of Florida.

**ARTICLE I**

**Name:**

The name of this corporation shall be:

**Ad\WARE, Inc.**

**ARTICLE II**

**Address of Principal Office and Mailing Address:**

4255 Gulf Shore Boulevard North #706, Naples, Florida 34103

**ARTICLE III**

**Duration:**

This corporation shall exist perpetually.

## ARTICLE IV

### Purpose or Purposes:

Generally to engage in the business of promoting the sale and trade and conducting sales, resales and trade of advertising specialty products and any or all lawful activities related thereto.

To sue and be sued, complain, and defend in its corporate name.

To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

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

To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation.

To transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Generally to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation; to do and perform any other acts or things, and to exercise any and all powers which a corporation can do and exercise, and which now are or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers herein detailed or implied.

To conduct its business, locate offices, and exercise the powers granted by this act within or without this state.

To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

In addition to the foregoing powers, this corporation shall have all other general powers set forth in the Florida Business Corporation Act, specifically in Florida Statutes Section 607.0302.

#### **ARTICLE V**

##### **Authorized Number of Shares:**

This corporation shall have outstanding at any one time a maximum of five hundred (500) shares of common stock of the par value of one dollar (\$1.00) each.

The shares of common stock are not to be divided into classes nor is the corporation authorized to issue shares in series. There shall be no preemptive rights granted to shareholders.

#### **ARTICLE VI**

##### **Initial Registered Office and Registered Agent:**

The initial Registered Agent of this corporation at its Registered Office shall be:

<u>Name</u>	<u>Address</u>
Jeffrey E. Bauer	4255 Gulf Shore Boulevard North #706 Naples, Florida 34103

#### **ARTICLE VII**

##### **Directors:**

The initial Board of Directors of this corporation shall consist of one (1) member.

The name and address of the person who shall serve as the initial Director of this corporation, until the first annual meeting of the shareholders, or until his successor shall have been elected and qualified, is as follows:

<u>Name</u>	<u>Address</u>
Jeffrey E. Bauer	4255 Gulf Shore Boulevard North #706 Naples, Florida 34103

**ARTICLE VIII**

**Officers:**

The name and address of the person who shall serve as the initial Officers of this corporation, until the first annual meeting of the shareholders, or until his successors shall have been elected and qualified, is as follows:

<u>Name</u>	<u>Position</u>
Jeffrey E. Bauer	President, Secretary and Treasurer

**ARTICLE IX**

**Incorporator:**

The name and address of the Incorporator of this corporation are:

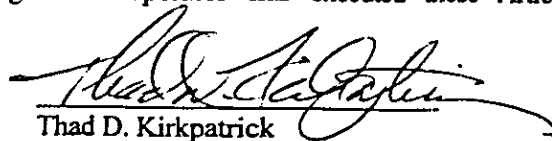
<u>Name</u>	<u>Address</u>
Thad D. Kirkpatrick	5121 Castello Drive, Suite 1 Naples, Florida 34103

**ARTICLE X**

**Indemnification:**

This corporation shall indemnify every officer and director, and every former officer and director, to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, the day and year set forth below.

  
Thad D. Kirkpatrick

Dated: September 23, 1996

STATE OF FLORIDA )  
 )ss:  
COUNTY OF COLLIER )

The foregoing Articles of Incorporation were acknowledged before me this 23<sup>rd</sup> day of September, 1996, by Thad D. Kirkpatrick. He is personally known to me or has produced \_\_\_\_\_ as identification.



SUE ANN M. ZORNES  
MY COMMISSION # CCS27631 EXPIRES  
November 4, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

*Sue Ann M. Zornes*  
\_\_\_\_\_  
Notary Public

[Notary Seal]

My Commission Expires:  
Commission Number:

96 OCT -7 AM 9:42  
TALLAHASSEE, FLORIDA

**CONSENT OF REGISTERED AGENT**

Jeffrey E. Bauer hereby consents to his designation as Registered Agent in the foregoing Articles of Incorporation.

*Jeffrey E. Bauer*  
\_\_\_\_\_  
Jeffrey E. Bauer

Dated: September 30, 1996