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PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REFERENCE : 197273 83925A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 20, 1996

ORDER TIME : 12:26 PM

ORDER NO. : 197273-005

CUSTOMER NO: 83925A

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-12/20/96--01053--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER: Richard T. Morehead, Esq  
RICHARD T. MOREHEAD, PA

920-c Third Street

Neptune Beach, FL 32266

DOMESTIC FILING

NAME: IRIS ADVERTISING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

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96 DEC 20 PM 1:18  
DIVISION OF CORPORATION

12/20/96

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**ARTICLES OF INCORPORATION**

96 DEC 20 PM 2:35

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**IRIS ADVERTISING, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation is IRIS ADVERTISING, INC..

**ARTICLE II**

**COMMENCEMENT AND DURATION**

This corporation shall commence upon the filing of these Articles with the Secretary of the State of Florida and shall exist perpetually.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the purpose of engaging in the business of advertising and related areas and other businesses as may be approved by the Board of Directors and which businesses are permitted under the laws of the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares of capital stock which this corporation is authorized to have is one hundred shares of common capital stock with a par value of one dollar per share.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 3720 Ponte Vedra Blvd., Jacksonville Beach, Florida 32250, and the name of the initial registered agent of this corporation at that address is Jeanne R. Caldwell.

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time according to the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

Jeanne R. Caldwell  
3720 Ponte Vedra Blvd.  
Jacksonville Beach, Florida 32250

## **ARTICLE VII**

### **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the subscriber is:

Jeanne R. Caldwell  
3720 Ponte Vedra Blvd.  
Jacksonville Beach, FL 32250

## **ARTICLE VIII**

### **BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval by the shareholders. The initial By-Laws of this corporation shall be adopted by the director.

## **ARTICLE IX**

### **INITIAL ISSUE AND RESTRICTIONS OF TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amount set opposite of their names:

Jeanne R. Caldwell                      100 SHARES

Shares held by the initial stockholder listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

## **ARTICLE X**

### **OFFICERS**

The name and post office address of the officers of this corporation who shall hold office for the first year of the corporation, until successors and elected or appointed and have qualified are as follows:

Jeanne R. Caldwell,  
President/Secretary/Treasurer  
3720 Ponte Vedra Blvd.  
Jacksonville Beach, FL 32250

## **ARTICLE XI**

### **SHAREHOLDER QUORUM AND VOTING**

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

## **ARTICLE XII**

### **APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case whether or not approval is required by law.

## **ARTICLE XIII**

### **POWERS**

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

## **ARTICLE XIV**

### **PRINCIPAL PLACE OF BUSINESS**

The initial principal place of business for the corporation is 3720 Ponte Vedra Blvd., Jacksonville Beach, Florida 32250.

## **ARTICLE XV**

### **DIRECTOR COMPENSATION**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation. Shareholders of the corporation may also serve as directors and/or officers of the corporation.

**ARTICLE XVI**

**DIRECTORS QUORUM AND VOTING**

The quorum for meeting of the initial Board of Directors shall be constituted by one director. Thereafter, if the number of directors is increased, two-thirds of the directors shall constitute a quorum for a meeting of directors.

**ARTICLE XVII**

**MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meeting by the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XVIII**

**AMENDMENT**

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto. All amendments to be approved by two-thirds vote.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of December, 1996.

Jeanne R. Caldwell  
JEANNE R. CALDWELL

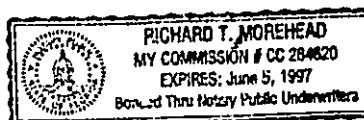
STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared **JEANNE R. CALDWELL**, known to me and who presented a Florida State Drivers License for identification and known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same for the purposes therein described.

WITNESS my hand and official seal this 16th day of December, 1996, at Jacksonville Beach, Duval County, Florida.

Richard T. Morehead  
NOTARY PUBLIC  
STATE OF FLORIDA  
My Commission expires:



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

FILED

96 DEC 20 PM 2:35

WITNESSETH

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

That IRIS ADVERTISING, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in Jacksonville Beach, Florida, has named JEANNE R. CALDWELL, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named by the incorporator of IRIS ADVERTISING, INC. to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 16<sup>th</sup> day of December, 1996.

Jeanne R. Caldwell  
JEANNE R. CALDWELL  
Registered Agent