

# P97000054960

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SECRETARY OF STATE  
OFFICE OF CORPORATIONS

97 JUN 23 AM 11:47

Requestor's Name	
Nathan Tyson	
236 Altamonte Bay Club Cr.	
#103	
Altamonte Springs, FL 32701	
City/State/Zip	Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

- \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)

- Walk in     
  Pick up time \_\_\_\_\_     
  Certified Copy  
 Mail out     
  Will wait     
  Photocopy     
  Certificate of Status

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

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W97-13458

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

Examiner's Initials	RP 6-23-97
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 10, 1997

NATHAN TYSON  
236 ALTAMONTE BAY CLUB CR. #103  
ALTAMONTE SPRINGS, FL 32701

SUBJECT: N.T.C.B. PUBLISHING, INC.  
Ref. Number: W97000013458

We have received your document for N.T.C.B. PUBLISHING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 897A00030975

ARTICLES OF INCORPORATION

OF

N.T.C.B. PUBLISHING, INC.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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The undersigned, acting as incorporator(s) of a corporation under the Code of Florida, adopt(s) the following Articles of Incorporation for such corporation:

**FIRST: Name.** The name of the corporation is "N.T.C.B. PUBLISHING, INC." Corporation's principle office 1500 Beville Rd. #606-216, Daytona Beach, FL 32114

**SECOND: Duration.** The period of its duration is Perpetual.

**THIRD: Purpose.** The purpose or purposes for which the corporation is organized are: to engage in the business of publishing, advertising and other contractual related services.

**FOURTH: Capital Stock.** The aggregate number of shares which the corporation shall have the authority to issue is: Twenty Thousand (20,000) common shares of the same class all of which shall have a par value of One Dollars and No Cents (\$1.00) per share.

A vote of Fifty-One and No One hundred Percent (51%) of the shareholders is required to authorize the following matters, which matters need be approved of all votes of each voting group entitled to be cast on the matter:

Amendment to Articles of Incorporation;

Plan of merger or plan or share exchange;

Sale, lease, exchange, or other disposition of all or substantially all of the property of the corporation, other than in the usual and regular course of business;

Dissolution of the corporation.

**FIFTH: Internal Regulations and Affairs.** Provisions for the regulation of the internal affairs of the corporation are:

**Preemptive Rights**

The holders of shares of the corporation shall have preemptive rights to subscribe or purchase from the corporation any share authorized but unissued, or any newly authorized shares provided that this provision will apply to the following:

Shares issued as compensation to directors, officers, agents, or employees of the corporation, or its subsidiaries or affiliates;

Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation, or its subsidiaries or affiliates;

Shares issued pursuant to the corporation's initial plan of financing;

Shares sold otherwise than for money;

#### Cumulative Voting

The right to cumulate votes in the election of directors shall exist with respect to shares of stock of this corporation.

#### Indemnification

The corporation agrees to indemnify and save harmless any and all officers or directors of the corporation against any and all liabilities, judgments, sums of money and expenses (including herein any and all amount or amounts paid in settlement) reasonably incurred by them or any of them in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether in law, equity or otherwise, to which they or any of them may be a party, or may be threatened by reason of being or having been an officer or director of the corporation, or by reason of serving or having served at the request of the corporation as director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by the applicable state statute addressing corporate indemnification in the state of Florida; except that the corporation shall not be required to indemnify a director against liability, damage or expense resulting from the director's gross negligence.

No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

#### Liability of Directors

A director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for conduct violating the applicable state statute addressing liability of director in the state of Florida or (iii) for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the applicable state statute addressing liability of director in the state of Florida is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the statute. Any repeal or modification of the Article by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

SIXTH: Registered Office and Agent. The address of the initial registered office of the corporation is 236 Altamonte Bay Club Circle, #103, Altamonte Springs, FL 32701 and the name of its initial registered agent at such address is Nathan Leroy Tyson.

**SEVENTH: Directors.** The number of directors constituting the initial board of directors of the corporation is Two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Nathan Leroy Tyson,, 236 Altamonte Bay Club Circle, #103, Altamonte Springs,, FL, 32701


Christopher John Belflower,, 520 Cranes Way, #203, , Altamonte Springs,, FL, 32701

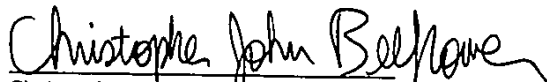
**EIGHTH: Incorporators.** The name and address of each incorporator is:

Nathan Leroy Tyson, 236 Altamonte Bay Club Circle, #103, Altamonte Springs,, FL, 32701

Christopher John Belflower, 520 Cranes Way, #203, Altamonte Springs,, FL, 32701

In WITNESS WHEREOF, the incorporators have hereunto set their hand on May 23,  
1997.

  
Nathan Leroy Tyson, Incorporator

  
Christopher John Belflower, Incorporator

**CONSENT TO SERVE AS REGISTERED AGENT**

I, NATHAN LEROY TYSON, hereby consent to serve as Registered Agent in the State of Florida for N.T.C.B. PUBLISHING, INC.. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

Dated: May 23, 1997

  
NATHAN LEROY TYSON

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