

P97000073452

Cartunes Inc.

Requestor's Name

1238-C Capital Circle N.W.

Address

Tallahassee FL 32304 574-8863

City/State/Zip

Phone #

FILED

97 AUG 25 AM 11: 22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

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

1. Cartunes Incorporated

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

RECEIVED

97 AUG 25 AM 11:57

DIVISION OF CORPORATION

July 21, 1997

TERI J. VALENTE  
835 VIOLET STREET  
TALLAHASSEE, FL 32308

We have received your document for CARTUNES, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to the new entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 697A00036900

*Will wait*

ARTICLES OF INCORPORATION

OF  
Cartunes, Inc.

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97 AUG 25 PM 12: 23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be CARTUNES, INC. and the corporation's business address shall be 1238-C NW Capitol Circle, Tallahassee, Florida, 32304

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of installation and sale of electronic and stereo equipment and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be four. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Teri J. Valente  
835 Violet Street  
Tallahassee, Florida 32309

John Bradbeer  
8069 NE 28 Avenue  
St. Petersburg, Florida 33710

Andrew David  
501 BlairStone Road #125  
Tallahassee, Florida 32301

Ramanita Bradbeer  
8069 NE 28 Avenue  
St. Petersburg, Florida 33710

#### ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE IX. INITIAL REGISTERED AGENT

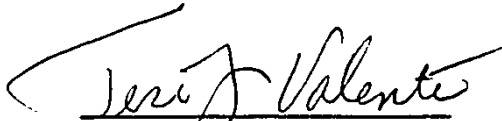
The address of this corporation's initial registered office shall be: 1238-C NW Captiol Circle, Tallahassee, Florida 32304.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Andrew David

ARTICLE X. INCORPORATOR(S)

The name(s) and address(es) of the individual who shall serve as this corporation's incorporator(s) are:

  
Teri J. Valente  
835 Violet Street  
Tallahassee, Florida 32308

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

I hereby accept my designation as resident agent and agree to  
resident agent of Cartunes, Inc. I hereby state that I am familiar  
with and accept the duties and responsibilities as registered  
agent for Cartunes, Inc.

Andrew David  
Andrew David - Registered Agent

State Of Florida

County Of Leon

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

On July 21<sup>st</sup> 1997, Andrew David designated above as  
the individual who shall serve as this corporation's initial  
registered agent and incorporator, personally appeared before me and  
signed and acknowledged signing these Articles Of Incorporation Of  
Cartunes, Inc.

\_\_\_\_\_  
Notary Public

Commission Expiration Date:

(Seal)