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LAW OFFICE OF
CARLTON & JACOVITZ
A Partnership of Professional Associations

1215 Southeast Second Avenue, Suite 201
Fort Lauderdale, Florida 33316
(954) 522-5880

BLAKE M. CARLTON, P.A.
DAVID L. JACOVITZ, P.A.
September 15 1997

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

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Re: Filing of Corporation -
Geller & Harvey Graphics, Inc.

Dear Sir or Madam:

Enclosed please find, for the purpose of filing a new Corporation:

- 1) Check No. 1243, for the sum of \$122.50
- 2) Original Articles of Incorporation re: above new Corporation
- 3) One copy for return of a copy of the recorded Articles, to this office and
- 4) A self-addressed stamped envelope

Thank you for your cooperation in this matter. Please call us collect should you have any questions or comments.

Yours truly


BLAKE CARLTON, ESQ.

BMC/km
enc.
cc: client

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ARTICLES OF INCORPORATION

of

GELLER & HARVEY GRAPHICS, INC.

IT IS HEREBY AGREED, by and between the undersigned Subscribers to these Articles of Incorporation, that said persons are natural persons competent to contract, and that they hereby form a Florida for Profit Corporation, under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be GELLER & HARVEY GRAPHICS, INC., and the initial principal place of business of this corporation shall be 2700 West Cypress Creek, Suite C-108, Cypress Creek Executive Court, Fort Lauderdale, Broward County, Florida 33309.

ARTICLE II. NATURE OF BUSINESS

The nature of this Corporation shall be to engage in the business of creating and providing professional graphic design services and products, and/or for any other general purpose whatsoever as it deems fit, so long as such purpose is permitted under the laws of this State.

(Signature)

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. CAPITAL

The amount of capital with which this corporation shall begin business shall be \$50.00.

ARTICLE VI. OFFICERS

The names and addresses of the initial incorporators and officers and shareholders shall be:

EMANUEL GELLER, 10531 NW 4th Street, Plantation, FL 33324 - Pres., Secty.

MICHAEL J. HARVEY, 4101 S.W. 53 Avenue, Davie, FL 33314 - Vice-Pres.; Treas.

They shall hold office until such time as successors are, if ever, elected or appointed by them both, in written agreement.

ARTICLE VII. SUBSCRIBERS

The name and street address of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to take, the total aggregate amount of



which shall be the sum of \$100.00, which is the amount of capital with which this corporation shall begin business:

EMANUEL GELLER, Same Address Above, No. Of Shares : 50

MICHEAL J. HARVEY, Same Address Above, No. Of Shares : 50

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall be initially governed by the stockholders above named, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial stockholders or the successors of all shares of either stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and Officers as provided elsewhere in these Articles. At such time there shall be elected a minimum of one director who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The Stockholders shall also elect such persons to fill the offices of: President, Vice-President, Secretary, and Treasurer, and such other offices as are permitted by the by-laws, if any, of this Corporation. The manner and form of electing or appointing Officers and Directors shall be set out in the by-laws.

DATED AND AGREED this 12 day of AUG 1997.

BY:

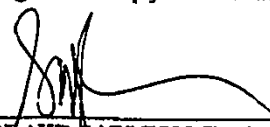

EMANUEL GELLER, as President

BY:


MICHAEL J. HARVEY, as Vice- Pres.

ARTICLE IX. ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

HAVING BEEN MADE THE initial registered Agent to accept service of process of the corporation at the address referenced below, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the pertaining thereto.


BLAKE CARLTON, Registered Agent
1215 SE 2 Avenue, Ste 201
Ft. Lauderdale, FL 33316

IN WITNESS WHEREOF, the undersigned have both in my presence hereunto set their hand seal on this 28 day of August 1997.


EMANUEL GELLER
MICHAEL HARVEY

STATE OF FLORIDA :

COUNTY OF BROWARD:

I hereby certify that on this 28 day of August 1997 personally appeared before me EMANUEL GELLER and MICHAEL J. HARVEY, both personally

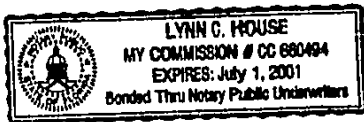
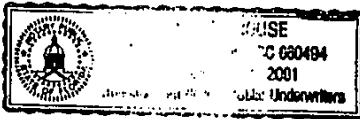
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known to me and who did both take an oath administered by me, a person duly authorized in the State and County aforesaid to administer oaths, who are the same person described in the above Articles of Incorporation and who executed these Articles and thereby acknowledged that these Articles and facts therein are true.

WITNESS my hand and seal at Ft. Lauderdale, Broward County, Florida on this 28 day of August 1997.

Lynn C. House
NOTARY PUBLIC, State of Florida
at Large

My commission expires :



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