

P97000086038

October 1, 1997

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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-10/03/97--01019--004  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Pro Graphics Advertising, Inc.

EFFECTIVE DATE  
10-1-97

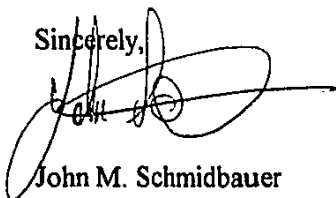
Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

If you have any questions, please call 954-704-9233 .

Sincerely,



John M. Schmidbauer

John M. Schmidbauer  
2900 Garden Drive - Cooper City, FL 33026

FILED  
97 OCT -3 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Handwritten initials and date: 9/22/97

**ARTICLES OF INCORPORATION  
OF  
Pro Graphics Advertising, Inc.**

FILED  
97 OCT -3 PM 12:46  
SECRET  
TALLAHASSEE FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the laws of the State of Florida, does hereby subscribe to these Articles of Incorporation.

**ARTICLE I - NAME**

EFFECTIVE DATE  
10-1-97

The name of this corporation is:

**Pro Graphics Advertising, Inc.**

The address of the principal office of this corporation shall be: 2900 Garden Drive - Cooper City, FL 33026 and the mailing address of the corporation shall be the same.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence. The corporate existence commences on October 1, 1997.

**ARTICLE III - PURPOSE**

This corporation is organized for the following purposes:

A. Of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

B. To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choices

in action, either as owner, broker, agent, or factor.

C. In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

D. To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purposes of transacting any or all lawful business.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1 par value stock, which shall be designated "Common Shares."

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation is: **2900 Garden Drive - Cooper City, FL 33026**

The name of the initial registered agent of this corporation at this address is: **John M. Schmidbauer**

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of initial director(s) of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
John M. Schmidbauer	2900 Garden Drive - Cooper City, FL 33026
Patricia L. Schmidbauer	2900 Garden Drive - Cooper City, FL 33026

#### ARTICLE VIII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
John M. Schmidbauer	2900 Garden Drive - Cooper City, FL 33026

#### ARTICLE IX - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X - CUMULATIVE VOTING


At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

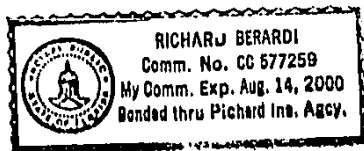
#### ARTICLE XII - AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

  
John M. Schmidbauer      **Subscriber**

BEFORE ME, an officer authorized to take acknowledgment in the State and County set forth above, personally appeared John M. Schmidbauer and well known to me to be the person described in and executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed the same freely and voluntarily for the uses and purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal, in the State and County aforesaid, this 1<sup>st</sup> day of  
October, 1997.



  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires: 8/14/2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MY BE SERVED.**

In pursuance of Chapter 48.091 Florida Statutes, the following is  
submitted in compliance with said Act: First - **Pro Graphics Advertising,  
Inc.** desiring to organize under the laws of the State of Florida has named  
John M. Schmidbauer located at 2900Garden Drive - Cooper City, FL  
33026 as its agent to accept service of process within the state.

**ACKNOWLEDGMENT; (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate, I hereby  
accept to act in this capacity, and agree to comply with the provision of  
said Act relative to keeping open said office.

By: 

John M. Schmidbauer  
(Resident Agent)

FILED  
97 OCT -3 PM 12:46  
SEC. OF STATE  
TALLAHASSEE, FLORIDA