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**LAW OFFICES OF JUSTIN G. JOSEPH, P.A.**  
**ATTORNEYS AT LAW**

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DIVISION OF CORPORATIONS  
97 DEC - 1 PM 12:50

*Justin G. Joseph*  
*David P. Folkenflik*

1266 S. Pinellas Avenue  
Tarpon Springs, FL 34689  
Tel : 813-938-2227  
Telecopier : 813-938-8447

November 26, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-12/01/97--01122--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Impact Internet Services, Inc.

Dear Sir:

Enclosed for filing with your office, please find proposed Articles of Incorporation for Impact Internet Services, Inc.

Additionally, I am enclosing a check in the amount of \$70.00 to cover the following itemized expenses:

Filing Fee	\$35.00
Registered Agent Designation	<u>\$35.00</u>
<b>TOTAL</b>	<b>\$70.00</b>

Thank you for your assistance in this matter.

Sincerely,

  
David P. Folkenflik

DPF/cp  
enclosure  
cc: file

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ARTICLES OF INCORPORATION

OF

IMPACT INTERNET SERVICES, INC.

The undersigned SARAH A. MACARIO, does hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The names of this corporation shall be IMPACT INTERNET SERVICES, INC..

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted is for the purpose of developing internet based products for the promotional products industry and other markets.

The corporation is organized for the purpose of transacting any and all other lawful business and is organized to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of One Thousand (1000) shares of common stock with par value of One Dollar (\$1.00).

The initial stockholders shall be PETER L. KLEIN, KIMBERLY DURING, DALE T. DENHAM, NICHOLAS FOSTER and SARAH A. MACARIO. Initial stock issued shall be Five Hundred (500) shares to PETER KLEIN, and Two Hundred (200) shares to KIMBERLY DURING, One Hundred (100) shares to DALE T. DENHAM, One Hundred (100) shares to NICHOLAS FOSTER and One Hundred (100) shares to SARAH A. MACARIO.

ARTICLE IV

SHARE TRANSFER RESTRICTIONS

Any shares held by any Shareholder may not be sold or otherwise transferred to other persons unless first offered to this

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Corporation or to the remaining Shareholders in proportion to their shares.

During the first year (365 days) after the filing of these Articles the agreed value and price payable for any shares sold is the return of the selling shareholders documentable monetary capital investment to the Corporation, in appropriate proportion to the number of shares being sold.

During the second and third years after the filing of these Articles the agreed value and price payable for any shares will be book value of each share as determined by the corporation's retained CPA, pursuant to generally accepted accounting principles, and not assigning or allowing any value for "good-will".

After the third year, the agreed value and price payable for any shares being sold will be based upon a calculation of three times the proportional rate of earnings computed as an average for the prior three years, as determined by the corporation's retained CPA based upon generally accepted accounting principles.

The price, terms and other provisions regarding this restriction may be further specified by written agreement among all of the Shareholders and the Corporation, which agreement may expand this Article.

Upon the dismissal, resignation, termination, death, substantial disability, or incompetence of any shareholder to perform his or her duties in managing and directing the corporation, such Shareholder is obligated to sell his or her shares to the corporation on the terms set forth hereinbefore. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

#### ARTICLE V

##### TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and corporate

office of this corporation is 1266 S. Pinellas Ave., Tarpon Springs, Florida, 34689 and the name of the initial registered agent of this corporation at that address is DAVID P. FOLKENFLIK, ESQUIRE.

ARTICLE VII

MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation. This corporation will not have directors.

ARTICLE VIII

OFFICERS OF THE CORPORATION

The officers of the corporation shall be KIMBERLY DURING, President and PETER KLEIN, Secretary and SARAH A. MACARIO, Treasurer.

ARTICLE IX

INCORPORATORS

The name and address of the initial incorporator to these Articles of Incorporation is:

Sarah A. Macario  
Sarah A. Macario

560 Lakeview Drive  
Palm Harbor, FL 34683

STATE OF FLORIDA       )  
                              ) SS:  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 25 day of November, 1997, by SARAH A. MACARIO, who is personally known to me or who has produced ( ☒ ) a Driver's License or Non-Driver's I.D. issued by Florida or any other U.S. State; (    ) a U.S. Passport or a Foreign Passport stamped by the U.S. Immigration and Naturalization Services; (    ) a U.S. Military I.D.; (    ) a Canadian or Mexican Driver's License issued by an official agency; (    ) for an inmate in custody, an I.D. issued by the Florida Department of Corrections, as identification and who (did)(did not) take an oath.

Carole F. Palmese  
Name:  
Notary Public-State of Florida  
Commission No.:



Carole F. Palmese  
MY COMMISSION # CC658411 EXPIRES  
July 19, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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In compliance with Section 48.091, Florida Statutes, the following is submitted:

IMPACT INTERNET SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tarpon Springs, State of Florida, has named DAVID P. FOLKENFLIK, ESQUIRE, located at 1266 S. Pinellas Avenue, Tarpon Springs, Florida 34689 as its agent to accept service of process within Florida.

SIGNATURE: David P. Folkenflik

TITLE: INCORPORATOR

DATE: 11/25/97

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

David P. Folkenflik  
David P. Folkenflik, Esquire  
11/25/97  
Date