

P98000033394

TRANSMITTAL LETTER

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-04/10/98--01066--017
****131.25 ****131.25

SUBJECT: Gibou Marketing, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Gilbert Gauthier
Name (Printed or Typed)
3620 S.W. 68th Lane
Address
Miramar, Florida 33023
City, State & Zip Code
(242) 323-1826 or (954) 981-8442
Daytime Telephone Number

FILED
98 APR 10 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ml 4/13/98

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be **Gibou Marketing, Inc.** Our Corporation commence its corporate existence as **Gibou Marketing, Inc.** when its Articles of Incorporation are approved by the Secretary of State of Florida.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

3620 S.W. 68th Lane Miramar, Florida 33023.

and the mailing address:

NAS/INS 10-2001, Post Office Box 599009 Miami, Florida 33159

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ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at one time is 100,000 shares at a share capital of par value.

- 1) The classes and any maximum number of shares that the company is authorized to issue id 100,000 ordinary shares.
- 2) The aggregate par value of all shares and the par value of each share:
\$100,000 US Dollars, Shares \$1.00 US Dollar.
- 3) The Board of Directors have absolute authority to fix the number of shares in, or to determine the designation of, and the rights, privilege, restrictions, and conditions attaching to the shares of each series.
- 4) Appointment of shares and transfers must be approved by the Board of Directors.

ARTICLE IV PURPOSE

The purpose for which the corporation is organized are :

- 1) To operate as a S-Corporation following the guideline provided by the provisons of the Internal Revenue Service.
- 2) To assist other coporations and sole proprietorships market their businesses and to provide accurate target markets for our clients.
- 3) To promote and assist promote our clients place advertisements on the internet.

ARTICLE V BOARD OF DIRECTORS

- 1) The Board Of Direcotrs shall; approve all appointed committees. The Board of Directors shall oversee all operations of the coporation.
- 2) The Board of Directors shall have supervision and control of the affairs of the Coporation, shall determine its policies or changes therein within the limits of the by-laws, shall actively prosecute its objects, and shall have discretion in the disbursement of its funds.
- 3) All Coporation agreements, contracts, drafts, bonds, bills of exchange, notes and orders of payment of monies, shall unless otherwise required by law or permitted by the by-laws, be approved by the Board of Directors.
- 4) The President, Secretary, Treasurer, and Vice-President shall be members of the Board of Directors with the right tovote.
- 5) Meetings: The Board of Directors shall meet upon the call of the President, at such times and places as he may designate, and shall be called to meet upon demand of majority of its members.

ARTICLES VI FISCAL YEAR

The fiscal year of the coporation shall begin on the first day of January of each year and shall end on the thirty first day of December of the same year.

ARTICLES VII AMENDMENTS

These by-laws may be amended, repealed, or altered, in whole or in part, by a majority vote at any duly organized meeting of this organization; provided that a copy of any amendment proposed must be submitted to the Secretay, and approved by the Board of Directors, no later than 120 days before the meeting and shall be mailed or publicized to each member at least thirty days prior to the date of the general meeting.

- a) Any amendment adopted by the meeting is effective when the meeting adjourns unless the amendment states otherwise.

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

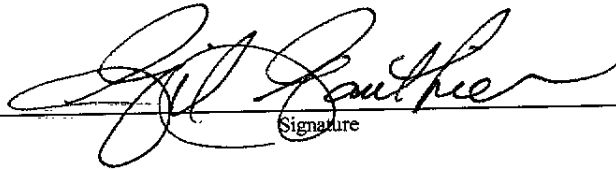
Gilbert Gauthier
362 S,W, 68th Lane
Miramar, Florida 33023

ARTICLE IX INCORPORATOR

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

Gilbert Gauthier, President
3620 S.W. 68th Lane
Miramar, Florida 33023

The undersigned incorporator has excuted these Articles of Incorporation this 01 day of
April, 1998



Signature

Signature

Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Gibou Marketing, Inc.

2. The name and address of the registered agent and office is:

Gilbert Gauthier

Name

3620 S.W. 68th Lane

P.O. Box or Mail Drop Box **NOT** Acceptable

Miramar, Florida 33023

City, State Zip Code

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature



Date

