

P98000054610

TRANSMISSION LETTER

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

000002561840--6  
-06/16/98-01114--013  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT:

D2 DESIGN CORPORATION

(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:

MARK CUSHING

Name (Printed or typed)

10201 S.W. 99 AVENUE

Address

MIAMI, FL 33176

City, State & Zip

305-271-1515

Daytime Telephone number

98 JUN 16 PM12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

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

B. BROCK JUN 18 1998

ARTICLES OF INCORPORATION  
OF  
**D2 DESIGN CORPORATION**

EFFECTIVE DATE  
6-15-98

I, the undersigned, do hereby subscribe to this Certificate of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida and subject to the following provisions:

**ARTICLE I. CORPORATE NAME**

The name of this Corporation is **D2 DESIGN CORPORATION**.

**ARTICLE II. PRINCIPAL OFFICE**

The address and telephone number of the principal office of this Corporation is:

c/o Mark A. Cushing  
10201 S.W. 99 Avenue  
Miami, Florida 33176  
305-271-1515

**ARTICLE III. CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 1,000,000 shares of common stock, each share having the par value of \$0.0001.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE**

The Initial Registered Agent and the street address and telephone number of the Initial Registered Office of this Corporation in the State of Florida shall be:

Mark A. Cushing  
10201 S.W. 99 Avenue  
Miami, Florida 33176  
305-271-1515

APPROVED  
AND  
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TALLAHASSEE, FLORIDA

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## **ARTICLE V. INCORPORATOR**

The name, address and telephone number of the Incorporator signing these Articles of Incorporation is:

Mark A. Cushing  
10201 S.W. 99 Avenue  
Miami, Florida 33176  
305-271-1515

## **ARTICLE VI. NATURE OF BUSINESS AND POWERS**

The general purpose of this Corporation is to design, market and distribute art. This Corporation shall engage in any business activity permitted under the laws of the United States of America and of the State of Florida.

## **ARTICLE VII. TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless dissolved according to the laws of the State of Florida. The existence of this Corporation shall commence on June 15, 1998.

## **ARTICLE VIII. BOARD OF DIRECTORS**

The business of this Corporation shall be managed by a Board of Directors. This Corporation shall have two (2) director(s) initially. The number of directors may be increased or decreased, from time to time, by Bylaws adopted by the Board of Directors, but shall never be less than one (1).

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders, or until their successors are elected and qualified, shall be:

<u>NAME</u>	<u>ADDRESS and TELEPHONE</u>
Mark A. Cushing	10201 S.W. 99 Avenue Miami, Florida 33176 305-271-1515
Dorothy E. F. Robertson	10201 S.W. 99 Avenue Miami, Florida 33176 305-271-1515

#### **ARTICLE IX. PREEMPTIVE RIGHTS DENIED**

No holder of any shares of this Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of this Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

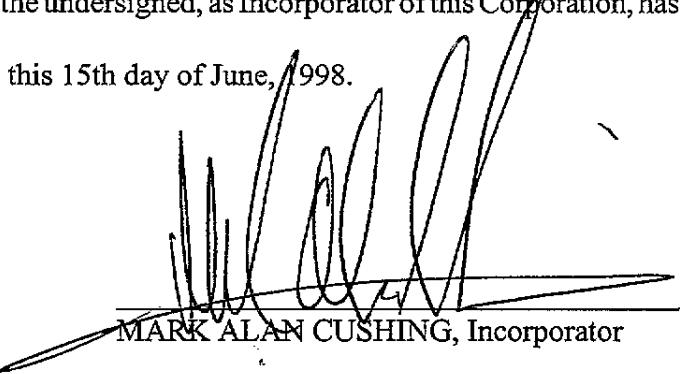
#### **ARTICLE X. INDEMNIFICATION**

This Corporation shall indemnify any present or former director or officer, or any person exercising powers and duties of a director or officer, to the full extent now or hereafter permitted by law.

#### **ARTICLE XI. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**IN WITNESS WHEREOF**, the undersigned, as Incorporator of this Corporation, has  
executed these Articles of Incorporation on this 15th day of June, 1998.

  
MARK ALAN CUSHING, Incorporator

STATE OF FLORIDA)  
                          )  
COUNTY OF DADE )

**BEFORE ME**, a Notary Public, personally appeared, MARK ALAN CUSHING, who acknowledged before me that he subscribed to these Articles of Incorporation on this 15th day of June, 1998, and who is personally known to me, or who produced identification in the form of a Florida Drivers License.

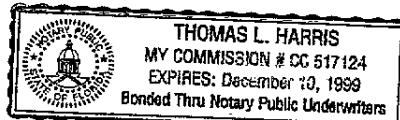
  
Notary Public, State of Florida

Print Name: \_\_\_\_\_

Commission No.: \_\_\_\_\_

My Commission Expires:

articles.wpd



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

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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 Agent and the Registered Office, in the State of Florida.

1. The name of the corporation is:

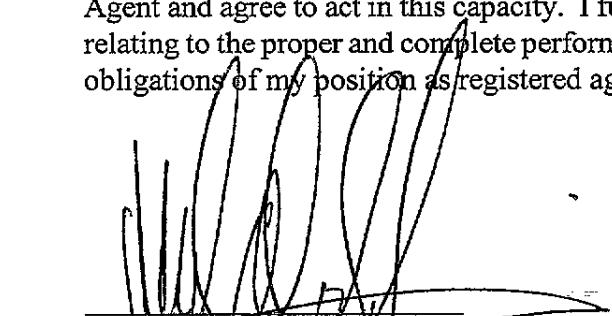
**D2 DESIGN CORPORATION**

2. The name, address and telephone number of the Registered Agent and Registered Office is:

**MARK A. CUSHING  
10201 S.W. 99 AVENUE  
MIAMI, FLORIDA 33176  
305-271-1515**

**ACKNOWLEDGMENT:**

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 of 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.

  
Mark A. Cushing  
Registered Agent

Dated June 15, 1998.

regagent.wpd

APPROVED  
AND  
FILED

98 JUN 16 PM12:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA