

P98000065168

FLORIDA DEPARTMENT OF STATE  
CORPORATE RECORDS BUREAU  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

Dear Sirs:

Enclosed are the Articles of Incorporation for **Spears Editing & Design, Inc.**  
along with our check for the required fee in the amount of \$ 70.00. Please mail one  
certified copy of the Articles of Incorporation to;

**Spears Editing & Design, Inc.**  
c/o Bob Allgood & Associates, Inc.  
537 Douglas Ave. Suite 18  
Dunedin, FL 34698

200002595382--7  
-07/22/98-01055-020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Respectfully,

*Stephen M. Spears*  
**Spears Editing & Design, Inc.**

**FILED**  
JUL 22 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*CPB  
7/22/98  
6*

**ARTICLES OF INCORPORATION  
OF  
Spears Editing & Design, Inc.**

**FILED**  
JUL 22 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the Laws of the State of Florida.

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation shall be **Spears Editing & Design, Inc.**

**ARTICLE II**  
**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is editing & design services and any other activities or business permitted under the Laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares that the corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock at \$5.00 par value.

**ARTICLE IV**  
**INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is not less than Five Hundred Dollars. (\$ 500.00).

**ARTICLE V**  
**TERMS OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI**  
**PRINCIPAL PLACE OF BUSINESS**

The initial street address, in this State, of the principal office of this corporation is: 3940 42nd Street South , St.Petersburg, Florida 33711

The corporation may, from time to time, move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

**ARTICLE VII**  
**DIRECTORS**

This corporation shall not have Directors, but will be managed by the Stockholders.

**ARTICLE VIII**  
**INITIAL OFFICERS**

The name and street addresses of the officers of the corporation, who, subject to this Charter, by-laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held by the stockholders for the election of permanent officers, or until their successors have been duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Stephen M. Spears	3940 42nd Street South St.Petersburg, FL 33711	President & Treasurer
Audra Spears	3940 42nd Street Southres. & Secretary St.Petersburg, FL 33711	

### ARTICLE IX SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

<u>NAME &amp; ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Stephen M. Spears 3940 42nd Street South St.Petersburg, FL 33711	Sixty	Three Hundred and 00/100 Dollars (\$300)
Audra Spears 3940 42nd Street South St.Petersburg, FL 33711	Forty	Two Hundred and 00/100 Dollars (\$200)

### ARTICLE X

#### DESIGNATION OF REGISTERED AGENT

The initial designation of the registered office of this corporation shall be 3940 42nd Street South, St.Petersburg, FL 33711 and the registered agent shall be Stephen M. Spears to accept service of process within this State until changed according to law.

### ARTICLE XI

#### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, we, the incorporators above named, have hereunto set our hand(s) and seal(s) this 20th day of July, 1998.

Stephen M. Spears  
Stephen M. Spears

Audra Spears  
Audra Spears

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared

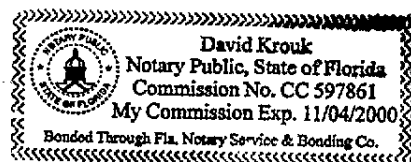
Stephen M. Spears and Audra Spears

to me known to be the person(s) described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and State named above, this 20<sup>th</sup> day of July, 1998.

David Krouk  
NOTARY PUBLIC

My Commission Expires \_\_\_\_\_



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for this Florida Corporation.

Stephen M. Spears  
Stephen M. Spears

FILED  
JUL 22 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Stephen M. Spears

known to me to be the person who executed the forgoing Acceptance of Designation as Registered Agent, and acknowledged before me that he/she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 20<sup>th</sup> day of July, 1998.

David Krouk  
NOTARY PUBLIC

My Commission Expires:

