

OFFICE USE ONLY (Document #)

LEZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

000002726220--3
-12/30/98--01046--011
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. A.S.A.P SIGNS, INC

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



Pick up time

2:00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/
QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
99 JAN -6 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1998

LAZARUS

MIAMI, FL

SUBJECT: A.S.A.P. SIGNS, INC.
Ref. Number: W98000029206

We have received your document for A.S.A.P. SIGNS, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 898A00061016

RECEIVED
99 JAN -6 PM 3:34
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF
ALL SIGNS ARE POSSIBLE, INC.

FILED
99 JAN -6 PM 4:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND UNDER THE STATUE OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF INCORPORATING FOR PROFIT, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE ONE

THE NAME OF THE CORPORATION: ALL SIGNS ARE POSSIBLE, INC.

ARTICLE TWO

THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED ARE:

1. TO TRANSACT ANY LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS WITH CAN, BE ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH OR AUXILIARY TO THE FOREGOING BUSINESS.

2. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FORGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE THREE

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS **500 SHARES** OF COMMON STOCK. SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF **\$1.00**

ARTICLE FOUR

THE PLEDGE, SALE, TRANSFER OR OTHER DISPOSITION OF THE CAPITAL STOCK MAY BE GOVERNED AND RESTRICTED BY THE BY-LAWS FOR WRITTEN AGREEMENT AMONGST THE STOCKHOLDERS WHICH SHALL BE ON FILE IN THE OFFICE OF THE OFFICES OF THE CORPORATION SO NAMED IN ARTICLE SEVEN HEREIN.

THE BY-LAWS MAY PROVIDE FOR CUMULATIVE VOTING BY STOCKHOLDERS AT ALL ELECTIONS OF THE DIRECTORS OF THE CORPORATION.

ARTICLE FIVE

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION MAY BEGIN BUSINESS SHALL NOT BE LESS THAN FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE SIX

THE EXISTENCE OF THE CORPORATION IS PERPETUAL.

ARTICLE SEVEN

THE INITIAL ADDRESS AND ^{Principal}REGISTERED OFFICES OF THE CORPORATION IN THE STATE OF FLORIDA SHALL BE: **4302 NE 2ND AVENUE. MIAMI, FLORIDA 33137-3426.**

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICES TO ANY OTHER ADDRESS WITHIN THE STATE OF FLORIDA. THE REGISTERED AGENT IS: **HANNAH M. BAUMGARTEN. ADDRESS: 4302 NE 2ND AVENUE. MIAMI, FLORIDA 33137-3426.**

ARTICLE EIGHT

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN (2) NO MORE THAN (5) DIRECTORS. A QUORUM FOR THE HOLDING OF A MEETING OF THE BOARD OF DIRECTORS, AND FOR THE TRANSACTION OF ANY BUSINESS PROPERLY CARRIED OUT BY THE DIRECTORS ON BEHALF OF THE CORPORATION, SHALL CONSIST OF A MAJORITY OF THE MEMBERS THEREOF. BUT, THE DIRECTORS, BY UNANIMOUS CONSENT IN WRITING, INCLUDED IN THE MINUTES OF THE CORPORATION, MAY CONSENT TO THE DOING OF ANY ACT AND SUCH CONSENT IN WRITING SHALL HAVE THE SAME FORCE AND EFFECT AS THOUGH A FORMAL MEETING HAD BEEN HELD PURSUANT TO CALL BEING DULY MADE AND AS THOUGH THE SAID ACT HAD BEEN COMPLETED AND AUTHORIZED AT A MEETING AT WHICH A QUORUM HAD BEEN PRESENT, AND /OR SUCH DUTIES MAY BE DELEGATED TO AN "EXECUTIVE COMMITTEE".

ARTICLE NINE

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS Four (4) THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS:

PRESIDENT: **HANNAH M. BAUMGARTEN**
SECRETARY: **HANNAH M. BAUMGARTEN**
TREASURER: **HANNAH M. BAUMGARTEN**
VICE-PRES.: **HANNAH M. BAUMGARTEN**

ARTICLE TEN

THE NAME AND ADDRESS OF THE SUBSCRIBERS TO THE ARTICLES OF INCORPORATION, AND THE NUMBER OF SHARES OF STOCK THAT THEY AGREE TO TAKE ARE AS FOLLOWS:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>SHARES/CASH VALUE</u>
HANNAH M. BAUMGARTEN	4302 NE 2 AVE MIAMI 33137	500/\$500

ARTICLE ELEVEN

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS UNDER 1244 OF THE INTERNAL REVENUE CODE IN ORDER FOR THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS THEREUNDER.

IN WITNESS WHEREOF: WE HAVE HEREUNTO SET OUR HANDS AND SEALS
THIS 17th DAY OF DECEMBER, 1998.

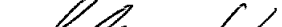
Yamali Sanyal (SEAL)
(SEAL)
(SEAL)

STATE OF FLORIDA
COUNTY OF **DADE**

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME, AN OFFICER DULY AUTHORIZED TO TAKE ACKNOWLEDGEMENTS AND ADMINISTER OATHS IN THE STATE OF FLORIDA, HANNAH M. BAUMGARTEN TO ME WELL KNOWN TO BE THE PERSONS DESCRIBED IN AN WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AN WHO ACKNOWLEDGED BEFORE ME THAT HE/SHE/THEY EXECUTED FREELY AND VOLUNTARILY FOR THE PURPOSE THEREIN EXPRESSED.

IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND
COUNTY ABOVE, ON 17th DAY OF DECEMBER, 1998

17th DAY OF DECEMBER, 1996


NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

OFFICIAL NOTARY SEAL
YVONNE VALDES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC697564
MY COMMISSION EXP. APR. 9, 2001

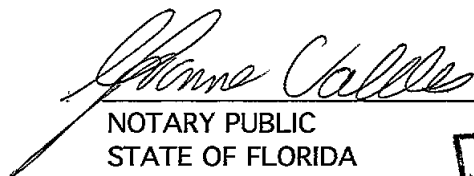
ACCEPTANCE OF REGISTERED AGENT

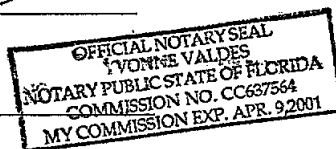
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

REGISTERED AGENT
Hannah M. Baumgarten

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENT IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED **HANNAH M. BAUMGARTEN**, KNOW TO BE AND KNOW BY ME TO EXECUTED THE FOREGOING ACCEPTANCE BY REGISTERED AGENT, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THAT ACCEPTANCE ON 17th DAY OF DECEMBER, 1998.


NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES



STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS
AND DIRECTORS

THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH CHAPTER 48.091,
FLORIDA STATUTES:

ALL SIGNS ARE POSSIBLE, INC.

A CORPORATION ORGANIZED (OR ORGANIZING) UNDER THE LAWS FOR THE
STATE OF FLORIDA WITH IN ITS PRINCIPAL OFFICE AT 4302 NE 2ND
AVENUE MIAMI, FLORIDA 33137-3426

HAS NAMED HANNAH M. BAUMGARTEN, LOCATED AT
4302 NE 2ND AVENUE MIAMI FLORIDA 33137 Dade County
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
<u>HANNAH M. BAUMGARTEN</u>	(P)	<u>4302 NE 2 AVE. MIAMI, FL 33137</u>
<u>HANNAH M. BAUMGARTEN</u>	(S)	<u>4302 NE 2 AVE. MIAMI, FL 33137</u>
<u>HANNAH M. BAUMGARTEN</u>	(T)	<u>4302 NE 2 AVE. MIAMI, FL 33137</u>
<u>HANNAH M. BAUMGARTEN</u>	(V)	<u>4302 NE 2 AVE. MIAMI, FL 33137</u>

DIRECTORS:

<u>NAME</u>	<u>ADDRESS</u>
<u>HANNAH M. BAUMGARTEN</u>	<u>4302 NE 2 AVE. MIAMI, FL 33137</u>

By:

Hannah Baumgarten
(CORPORATE OFFICER)

ACCEPTANCE:

I AGREE AS RESIDENT AGENT TO ACCEPT SERVICE OF PROCESS, TO KEEP
OFFICE OPEN DURING PRESCRIBED HOURS; TO POST MY NAME (AND ANY
OTHER OFFICERS OF SAID CORPORATION AUTHORIZED TO ACCEPT SERVICE
OF PROCESS AT THE ABOVE FLORIDA DESIGNATED ADDRESS) IN SOME
CONSPICUOUS PLACE IN OFFICE AS LAW REQUIRES.

Hannah Baumgarten
(RESIDENT AGENT)

FILED
99 JAN - 6 PM 1:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA