

## GROVER LAW OFFICE

*Steven K. Grover, Attorney at Law*

*Member of the Florida and Wisconsin Bars*

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January 11, 1999

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

VIA OVERNIGHT DELIVERY

Re: G&R Media Services, Inc.  
Articles of Incorporation

700002737957--0.  
-01/12/99--01051--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Friends:

I am forwarding an original and one copy of the Articles of Incorporation, including the Acceptance of Registered Agent, for G&R Media Services, Inc. Also enclosed is a check from the incorporators in the amount of \$78.75, representing the filing fees and the cost of the certificate of status.

Please return the file-stamped document and the certificate of status to:

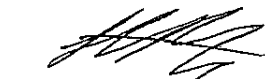
Attorney Steven K. Grover  
Grover Law Office  
P.O. Box 11957  
Naples, Florida 34101-1957

Please contact me if you have any questions.

Thank you.

Sincerely,

GROVER LAW OFFICE



Steven K. Grover  
enclosures

FILED  
99 JAN 12 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

JAN 14 1999  
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**ARTICLES OF INCORPORATION  
OF**

**G&R Media Services, Inc.**

**ARTICLE I. CORPORATE NAME**

The name of this corporation is: G&R Media Services, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation are: 735 98<sup>th</sup> Avenue North, Naples, Florida 34108

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares this corporation is authorized to issue is 1000 shares, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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

The name and address of the initial registered agent are: Steven K. Grover 868 99<sup>th</sup> Avenue North, Naples, Florida 34108

**ARTICLE V. INCORPORATORS**

The names and street addresses of the incorporators of these articles of incorporation are:

Gayle Stan 735 98<sup>th</sup> Avenue North, Naples, Florida 34108

Robb Stan 735 98<sup>th</sup> Avenue North, Naples, Florida 34108

**ARTICLE VI. TRANSFER RESTRICTIONS**

If the holders of any of the corporation's shares or other securities (collectively, the "corporation's securities") enter into one or more written agreements among themselves or among themselves and the corporation that impose limitations on the transfer of the corporation's securities or that otherwise provide for the purchase and sale of the corporation's securities upon the happening of certain events and contingencies, each such agreement shall be binding on the parties to the agreement in all respects, and any attempted transfer of the corporation's securities in violation of the agreement's terms and provisions shall be void and ineffective in all respects. If any such agreement so provides, all persons who subsequently acquire the corporation's securities from or through a party to the agreement shall be bound by the agreement's terms and provisions as if they were parties to the agreement.

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TALLAHASSEE FLORIDA

## ARTICLE VII. TRANSFER RESTRICTIONS IF "S CORPORATION"


At any time that the corporation is an "S corporation" as that term is defined in the Internal Revenue Code of 1986, as amended, and regardless of the existence of any written agreement to the contrary, no shareholder may transfer, either directly or indirectly, any shares of the corporation to any person or entity if the transfer would disqualify the corporation as an S corporation under any federal or state statute, rule, or regulation, and any such attempt to transfer shares of the corporation shall be void and ineffective in all respects.

## ARTICLE VIII. JOINTLY-HELD STOCKS

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

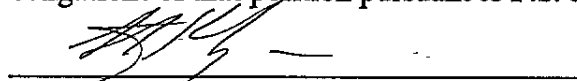
The undersigned have executed these Articles of Incorporation on this 9<sup>th</sup> day of January, 1999.

  
\_\_\_\_\_  
Gayle Stan, Incorporator

  
\_\_\_\_\_  
Robb Stan, Incorporator

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for G&R Media Services, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
\_\_\_\_\_  
Steven K. Grover

Date: 1-9-99

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