

P990000009462

Steven J. Bizas  
410 S.E. 7th Avenue  
Deerfield Beach, FL 33441

City/State/Zip

Phone #

700002756037--7  
-01/27/99-01034-015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FEB 1 1999

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**of**  
**MILO MEDIA, INC.**

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**CORPORATE NAME**

The name of this corporation is Milo Media, Inc.

**ARTICLE II**

**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV**

**CAPITAL STOCK**

The aggregate number of shares that the corporation has authority to is 500, all of which shall be common shares with par value of \$1.00 per share.

No additional shares shall be issued except with unanimous consent of all shareholders at the time.

**ARTICLE V**

**INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

410 S.E. 7th Avenue  
Deerfield Beach, FL 33441

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## **ARTICLE VI**

### **REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Steven J. Bizas  
410 S.E. 7th Avenue  
Broward County  
Deerfield Beach, FL 33441

## **ARTICLE VII**

### **DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Steven J. Bizas  
410 S.E. 7th Avenue  
Deerfield Beach, FL 33441

Gregory Bowman  
1130 80th St.  
Brooklyn, NY 11228

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VIII**

### **LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE IX OTHER PROVISIONS**

**Preemptive Rights.** The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

**Director or Officer Interest.** In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

**Stock Transfer Restriction.** No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

**Corporate Seal.** The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

## **ARTICLE X INCORPORATORS**

The name and address of the incorporators are:

Name

Address

Steven J. Bizas


410 S.E. 7th Ave.  
Deerfield Bch. Florida 33441

**ARTICLE XI**  
**COMMENCEMENT OF EXISTENCE**

The corporation shall commence its existence on the date of the filing of these Articles of Incorporation.

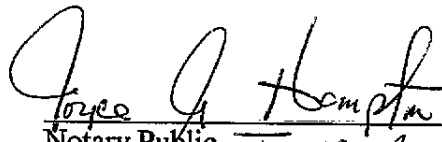
**Certification**

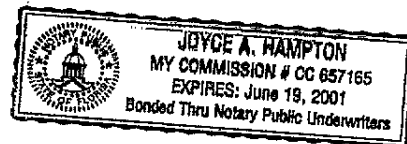
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

  
Steven J. Bizar, Incorporator ID FLB B220-790-50-088-0  
410 S.E. 7th Avenue EXP 2002  
Deerfield Beach, FL 33441

State of Florida, County of Broward, ss:

Subscribed and sworn to (or affirmed) before me this 25<sup>th</sup> day of  
JANUARY, 19 99.

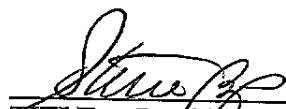
  
Notary Public Joyce A. Hampton



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.


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

FIRST—MILO MEDIA, INC. DESIRES TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT CITY OF DEERFIELD BEACH, STATE OF  
FLORIDA, HAS NAMED STEVEN J. BIZAS LOCATED AT 410 S.E. 7<sup>TH</sup>  
AVENUE, DEERFIELD BEACH, FLORIDA 33441, CITY OF DEERFIELD  
BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

  
TITLE: President

DATE: 1/24/98

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

  
DATE: 1-25-99

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TALLAHASSEE FLORIDA

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