

P99000041994

VIGOR ADVERTISING  
1015-226 Atlantic Boulevard  
Atlantic Beach, FL 32233  
904.221.9300

600002863376--0  
Office Use Only 05/05/99--01049--002  
\*\*\*\*122.50 \*\*\*\*\*78.75

**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	
<input 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 MAY -5 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH MAY 10 1999

Examiner's Initials	
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**ARTICLES OF INCORPORATION  
OF  
VIGOR ADVERTISING & MARKETING, INCORPORATED**

The undersigned subscriber, a natural person competent to contract, desires to form a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation.

**ARTICLE I. NAME**

The name of the corporation is:

**VIGOR ADVERTISING & MARKETING, INCORPORATED**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and merchandise and real property of every class and description, and to carry on and engage in every aspect of any business for profit, as fully and to the same extent as natural persons might or could do; but specifically excluding the conducting of business of a railroad, canal, telephone or telegraph. In addition to the foregoing, this corporation shall have and may exercise all the powers now and hereafter conferred by the laws of the State of Florida and sets a mandatory thereof and supplemental thereto upon corporations formed under the Laws of said State.

**ARTICLE III. CAPITAL STOCK**

The total number of shares of stock which the corporation shall have authority to issue is One Hundred Thousand (100,000), all of one class, namely common stock and the par value of each share is One cent (\$.01) amounting in the aggregate to One Thousand (\$1,000.00) Dollars.

**ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this corporation shall commence business is One Thousand (\$1000.00) Dollars.

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TALLAHASSEE, FLORIDA

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#### ARTICLE V. TERM OF EXISTENCE

The corporation shall begin its existence on the date these Articles of Incorporation are received, subscribed and acknowledged by the State of Florida, and the duration of the corporation thereafter shall be perpetual, unless sooner terminated in accordance with law.

#### ARTICLE VI. REGISTERED OFFICE AND AGENT, PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 1015-255 Atlantic Boulevard, Atlantic Beach, FL 32233, and the name of its initial resident agent at such address is Christopher John Eiras. The Street and Mailing address of the initial principal office of this corporation is 1015-255 Atlantic Boulevard, Atlantic Beach, FL 32233.

#### ARTICLE VII. DIRECTORS

This corporation shall have one (1) director(s), initially. The number of directors may be changed from time to time by the by-laws adopted by the stockholders, but shall never be less than one (1) or more than four (4).

#### ARTICLE VIII. INITIAL DIRECTORS

The name and post office address of the initial director(s) are as follows:

C. J. Eiras  
1015-255 Atlantic Boulevard, Atlantic Beach, FL 32233

#### ARTICLE IX. SUBSCRIBERS

The name and post office address of the subscriber(s) to these Articles of Incorporation are as follows:

C. J. Eiras  
1015-255 Atlantic Boulevard, Atlantic Beach, FL 32233

#### ARTICLE X. PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof a pro rate portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of un-issued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XI. AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or in any amendment thereto in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the subscribers hereinbefore named, for the purposes of forming a corporation pursuant to Chapter 607, Florida Statutes, have signed and acknowledged the Articles of Incorporation at Jacksonville, Duval County, Florida, this 1<sup>st</sup> day of January, A. D., 1999.



C. J. Eiras

ACCEPTANCE OF RESIDENT AGENT

I, C. J. Eiras, having been named to accept the service of process for VIGOR ADVERTISING & MARKETING, INCORPORATED, certify that I am a permanent resident of Duval County, Florida, and do hereby accept to act in this capacity, and agree to comply with the Laws of Florida relative to keeping open said office.

99 MAY -5 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**MINUTES OF ORGANIZATION MEETING  
OF INCORPORATORS AND DIRECTORS  
OF  
VIGOR Advertising & Marketing, Incorporated**

The incorporators and directors held the organization meeting of the above named corporation at, 1015-255 Atlantic Boulevard, Atlantic Beach, FL 32233 on January 1st, 1999, at 10:00 A. M.

The meeting was called to order by, C. J. Eiras a director described in the articles of incorporation. A motion was made, seconded and carried electing her as chairman of the meeting and as secretary thereof. Said positions were accepted by the respective persons who proceeded to carry out their duties.

The secretary then called the names of the directors and incorporators named in the articles of incorporation. The following persons were found to be present:

C. J. Eiras

**NOTICE OF ORGANIZATION MEETING OF  
INCORPORATORS AND DIRECTORS**

TO: CHRISTOPHER J. EIRAS

PLEASE BE ADVISED THAT:

We, the undersigned, do hereby constitute a majority of the directors named in the Articles of Incorporation of VIGOR Advertising & Marketing, Incorporated, a Florida corporation;

Pursuant to Florida Statute 607.174, we are hereby calling an organization meeting of the Board of Directors and incorporators named in the Articles of Incorporation of the above named corporation; for the purpose of adopting bylaws, electing officers, and transacting such other business as may come before the meeting; and said organization meeting shall be held at 1015-255 Atlantic Boulevard, Atlantic Beach, FL 32233, on January 1st, 1999 at 10:00 o'clock A. M.



C. J. Eiras

RECEIPT OF NOTICE

C. EIRAS

\_\_\_\_\_  
Addressee - Director

1-1-99

\_\_\_\_\_  
Date Received

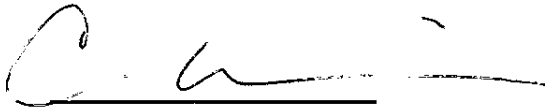
**Waiver of notice of organization meeting of  
incorporators and directors  
of VIGOR Advertising & Marketing, Incorporated**

We do hereby constitute the incorporators and directors of the above named Florida corporation and do hereby waive notice of the organization meeting of directors and incorporators of the aforesaid corporation.

Furthermore, we hereby agree that said meeting shall be held at 10:00 o'clock A. M. on January 1<sup>st</sup>, 1999, at the following place:

1015-255 Atlantic Boulevard, Atlantic Beach, FL 32233

We do hereby affix our names to show our waiver of notice of said meeting.

A handwritten signature in black ink, appearing to read 'C. J. Eiras', is written over a solid horizontal line.

C. J. Eiras

Dated January 1<sup>st</sup>, 1999.