

Division of Corporations

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## Florida Department of State

Division of Corporations

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## To:

Division of Corporations  
Fax Number : (850) 922-4001

## From:

Account Name : KEITH J. KANOUSE, P.A.  
Account Number : 105503003644  
Phone : (561) 392-0001  
Fax Number : (561) 988-1390

## FLORIDA PROFIT CORPORATION OR P.A.

Communications Marketing Associates, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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**ARTICLES OF INCORPORATION**  
**OF**  
**COMMUNICATIONS MARKETING ASSOCIATES, INC.**

**Article I**

**Name**

The name of the corporation is Communications Marketing Associates, Inc.

**Article II**

**Duration**

This corporation has perpetual existence.

**Article III**

**Purpose**

This corporation is organized for the purpose of transacting any lawful business.

**Prepared By:**  
**Keith J. Kanouse, Esq.**  
**Kanouse & Walker, P.A.**  
**Suite 270, Peninsula Executive Center**  
**2385 Executive Center Drive**  
**Boca Raton, FL 33431**  
**Fla. Bar # 208213**

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**Article IV**

**Address**

The principal place of business or mailing address of this corporation is:

One Park Place  
621 N.W. 53<sup>rd</sup> Street, Suite 355  
Boca Raton, FL 33487

**Article V**

**Capital Stock**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**Article VI**

**Initial Registered Office and Agent**

The street address of the initial registered office and name of the initial registered agent of this corporation are:

Keith J. Kanouse, Esq.  
Kanouse & Walker, P.A.  
Suite 270, Peninsula Executive Center  
2385 Executive Center Drive  
Boca Raton, FL 33431

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## **Article VII**

### **Initial Board of Directors**

This corporation shall have 1 director initially. The number of directors may be either increased or diminished by the Bylaws but will never be less than 1. The name and address of the initial director of this corporation are:

Thomas E. Murray  
10631 Maple Chase Drive  
Boca Raton, FL 33498

## **Article VIII**

### **Incorporator**

The name and address of the person signing these Articles as incorporator is:

Keith J. Kanouse, Esq.  
Kanouse & Walker, P.A.  
Suite 270, Peninsula Executive Center  
2385 Executive Center Drive  
Boca Raton, FL 33431

## **Article IX**

### **Powers**

This corporation has all of the corporate powers enumerated in the Florida Business Corporation Act.

## **Article X**

### **Indemnification**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act [currently, Subsections 607.0850 (1) and (2) of the Florida Statutes], as the same may be amended from time to time, this corporation shall

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indemnify its officers and directors and may indemnify employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in another capacity while holding such office. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

#### Article XI

##### Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this revision.

#### Article XII

##### Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on May 18, 1999.

  
\_\_\_\_\_  
Keith J. Kanouse, Incorporator

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered agent and registered office in the State of Florida.

1. The name of the corporation is Communications Marketing Associates, Inc.
2. The name and address of the registered agent and office are:

Keith J. Kanouse, Esq.  
Kanouse & Walker, P.A.  
Peninsula Executive Center, Suite 270  
2385 Executive Center Drive  
Boca Raton, FL 33431

SIGNATURE Keith J. Kanouse  
TITLE Incorporator  
DATE May 18, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Keith J. Kanouse  
DATE May 18, 1999

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