

P99000076502

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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Showtoons.com, Inc.

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by: AS

Name

8/26

Date

11:12

Time

Walk-In

Will Pick Up

PN 8/26/99 ✓

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 AUG 26 PM 12: 27

RECEIVED

Articles of Incorporation
for
Showtoons.com, Inc.
(for-profit corporation)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be Showtoons.com, Inc.

ARTICLE II - PURPOSES

The general purposes for which the corporation is organized are:

- A. To engage in the business of developing, creating and marketing internet-related entertainment.
- B. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried in connection with or auxiliary to the foregoing business.
- C. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
- D. To engage in any activity or business permitted under the laws of the State of Florida and of the United States.

ARTICLE III - DURATION

The duration of the corporation is perpetual.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 611 Druid Road, Suite 404, Clearwater, Florida 33756.

ARTICLE V - CAPITALIZATION

The aggregate number of shares of stock which the corporation is authorized to issue is five-million (5,000,000). Such shares shall be of a single class, and shall have a par value of one cent (\$0.01).

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial Registered Agent is Stavros Tingirides, Esquire and the street address of the initial Registered Office of this Corporation in the State of Florida is 2469 Enterprise Road, Suite B, Clearwater, Florida 33763. The Board of Directors may, from time to time and without an amendment of these Articles, change the Registered Agent of the Corporation or move the Registered Office to any other address within the State of Florida.

ARTICLE VII - INCORPORATOR

The name and address of the sole incorporator is Stavros Tingirides, Esquire, 2469 Enterprise Road, Clearwater, Florida 33763.

ARTICLE VIII - PREEMPTIVE RIGHTS

The Corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants, or options and the sufficiency thereof shall be conclusive.

ARTICLE IX - INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the Corporation, or any corporation in which he serves as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the Corporation represented to him to be correct by the

President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation: nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

ARTICLE X - BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the by-laws of the Corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interests in the Corporation. Where the by-laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this Corporation, then only the stockholders of this Corporation shall have the power to so adopt, amend, modify or repeal such by-laws.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intentions that the Articles of Incorporation be amended.

25th The undersigned incorporator has executed these Articles of Incorporation this day of August, 1999.



Stavros Tingirides, Esquire, Incorporator

SHOWTOONS.COM, INC.

(for-profit corporation)

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

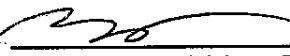
Pursuant to the provisions of Florida Statutes, sections 607.0501 and 48.091, and Article VI of the Articles of Incorporation of Showtoons.com, Inc., organized under the laws of the State of Florida, the undersigned corporation submits the following statement in designating the registered office and registered agent in the State of Florida.

1. The name of the corporation is Showtoons.com, Inc.
2. The name and address of the registered agent and office is:

Stavros Tingirides, Esquire
2469 Enterprise Road, Suite B
Clearwater, Florida 33763

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. I shall serve as Registered Agent until otherwise removed or until I resign pursuant to the laws of the State of Florida.

Dated AUG 25 1999.


Stavros Tingirides, Esquire