

# Gary S. Edinger

Attorney at Law

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P9900096837

October 29, 1999

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

800003030788--0  
-11/01/99--01093--007  
\*\*\*\*122.50 \*\*\*\*78.75

RE: Incorporation of Capen Art Publishing, Inc.

Dear Sir or Madam:

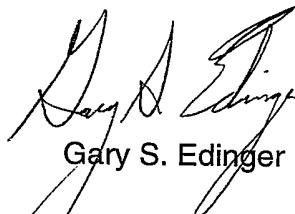
Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following items:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00
TOTAL	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,

  
Gary S. Edinger

gse  
Enclosures

RECEIVED  
FEB 11 1999  
11:33 AM  
FEB 11 1999  
11:33 AM

11-3-99  
6

**ARTICLES OF INCORPORATION  
OF  
CAPEN ART PUBLISHING, INC.**

99 NOV -1 PM 1:33  
RECEIVED  
CLARK COUNTY, FLORIDA

The undersigned subscriber to the Articles of Incorporation being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation is CAPEN ART PUBLISHING, INC.

**ARTICLE II**

**General Nature of Business**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

**ARTICLE III**

**Capital Stock**

The maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of one mill (\$0.001) per share.

**ARTICLE IV**

**Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds,

shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

## **ARTICLE V**

### **Duration**

This corporation shall exist perpetually, commencing upon filing of these Articles.

## **ARTICLE VI**

### **Initial Principal Office and Registered Agent**

The Registered Agent and the street address of the initial Registered and Principal Office of this Corporation in the State of Florida shall be as follows:

JAMES P. CAPEN  
3709 S.W. 42nd Avenue, Suite 7  
Gainesville, Florida 32608

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

## **ARTICLE VII**

### **Board of Directors**

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws adopted by the stockholders, but shall never be less than one.

## **ARTICLE VIII**

### **Initial Director**

The name of the initial director of this Corporation and his street address is:

<u>Name</u>	<u>Address</u>
JAMES P. CAPEN	3709 S.W. 42nd Avenue, Suite 7 Gainesville, Florida 32608

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and is qualified, whichever first occurs.

## **ARTICLE IX**

### **Indemnification**

The Corporation shall have the authority, but is not required to indemnify any Director, Officer, employee or agent of the Corporation under those circumstances in which indemnification would be proper pursuant to Florida law.

## **ARTICLE X**

### **Incorporator**

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

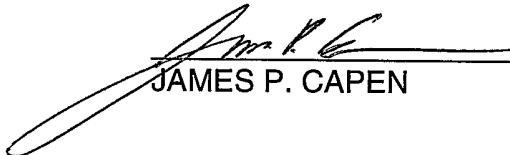
<u>Name</u>	<u>Address</u>
JAMES P. CAPEN	3709 S.W. 42nd Avenue, Suite 7 Gainesville, Florida 32608

## ARTICLE XI

### Amendment

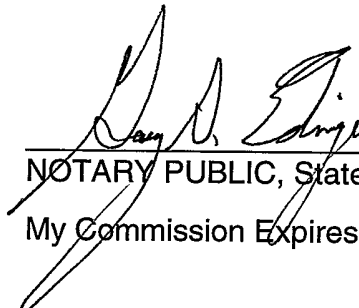
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by unanimous vote of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.


IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 29<sup>th</sup> day of October, 1999

  
JAMES P. CAPEN

STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared JAMES P. CAPEN, who is personally known to me, and who did not take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 29<sup>th</sup> day of October, 1999.

  
NOTARY PUBLIC, State of Florida  
My Commission Expires:

 Gary S Edinger  
My Commission CC829776  
Expires May 22, 2003

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

The following is submitted, in compliance with Section 48.091, Florida  
Statutes:

That CAPEN ART PUBLISHING, INC., desiring to organize under the  
laws of the State of Florida with its principal office as indicated in the Articles of  
Incorporation at the City of Gainesville, County of Alachua, State of Florida has  
named JAMES P. CAPEN, located at 3709 S.W. 42nd Avenue, Suite 7,  
Gainesville, Florida 32608, City of Gainesville, County of Alachua, State of  
Florida as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept the service of process for the above stated  
Corporation at the place designated in this certificate, I hereby accept the  
responsibility to act in this capacity, and I agree to comply with the provisions of  
said Act relative to keeping open said office.

BY:

  
JAMES P. CAPEN

99 NOV -1 PM 1:33  
SECRETARY OF STATE  
FLORIDA