

P99000100338

Mark Kaplan

Requestor's Name

PO Box 16406

Address

Tallahassee, FL 32317 894-4714

City/State/Zip

Phone #

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 2:30(?)

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 NOV 16 PM 1:40

APPROVED  
AND  
FILED

NEW FILINGS	
<input checked="" 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

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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-11/16/99-01083-001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

J SMITH NOV 16 1999

**ARTICLES OF INCORPORATION  
OF  
BUYMESSAGE.COM, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

**ARTICLE I - Name and Address**

The name of the Corporation is BUYMESSAGE.COM, INC. Its principal office and mailing address is 223 West Carolina Street, Tallahassee, Florida 32301.

**ARTICLE II - Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

**ARTICLE III - Stock**

The authorized capital stock of the Corporation shall consist of 50,000 shares of a single class of Common Stock with par value of one dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV - Incorporator**

The name and street address of the Incorporator of this Corporation are as follows: George P. Kousaleos, 223 West Carolina Street, Tallahassee, Florida 32301.

**ARTICLE V - Term of Corporate Existence**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI - Address of Registered Office and Registered Agent**

The address of the initial registered office of the Corporation in Florida is 223 West Carolina Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the above address is George P. Kousaleos. The Board of Directors may from time to time change the registered office to any other address in Florida and change the registered agent.

## **ARTICLE VII - Board of Directors**

The business of the Corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than nine (9) Directors. The Board shall initially have one (1) seat.

## **ARTICLE VIII - Initial Director**

The initial Director of the Corporation shall be George P Kousaleos, 223 West Carolina Street, Tallahassee, Florida 32301.

## **ARTICLE IX - Transactions In Which Directors Or Officers Are Interested**

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

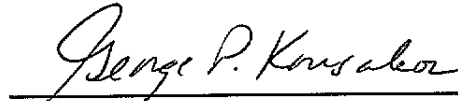
## **ARTICLE X - Indemnification**

The Corporation may indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representatives, devisees, or heirs, to the fullest extent permitted by law.

### ARTICLE XI - Amendment

These Articles of Incorporation may be amended by an affirmative vote of a simple majority of all outstanding shares of voting stock of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has executed these articles this 16 day of November, 1999.

  
George P. Kousaleos

STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, George P. Kousaleos, for the purpose of lawfully executing these Articles of Incorporation, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 16 day of November, 1999.

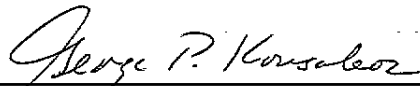
  
Notary Public  
My commission expires:



**BUYMESSAGE.COM, INC.**

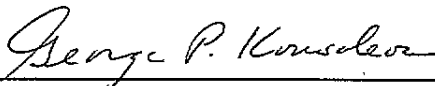
**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

Pursuant to statutes Sections 48.091 and 607.0501, Florida Statutes, BUYMESSAGE.COM, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 223 West Carolina Street, Tallahassee, Florida 32301 as its initial Registered Office and has designated George P. Kousaleos, located at that address as its initial Registered Agent.

  
George P. Kousaleos  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for BUYMESSAGE.COM, INC. at the place designated in its Articles of Incorporation, the undersigned, George P. Kousaleos, agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.

  
George P. Kousaleos

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing Acceptance of Registered Agent for BUYMESSAGE.COM, INC. was acknowledged before me this 16 day of November, 1999, by George P. Kousaleos, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

  
Notary Public  
My Commission Expires:



APPROVED  
AND  
FILED  
NOV 16 PM 1:40  
TALLAHASSEE, FLORIDA