

TRANSMITTAL LETTER

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Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

900003067349--6  
-12/13/99--01042--0007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: RETRO MEDIA INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy  
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: BRIAN FRIEDMAN  
Name (Printed or typed)

13008 PALMBEACH BLVD.  
Address

FFORT MYERS, FL 33905  
City, State & Zip

(941) 694-0555  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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F. O. ~~HESTER~~ DEC 15 1999

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
Of  
RETRO MEDIA, INC.**

The undersigned person(s), acting as incorporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is RETRO MEDIA, INC.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The Mailing address of the corporation's initial principal office is:

13008 Palm Beach Blvd.  
Fort Myers, FL 33905

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**ARTICLE III  
SHARES**

The total number of shares which the corporation have authority to issue is 100 shares with a par value of \$1.00 per share.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered off and the name of it's initial registered agent at such address is:

Brian Friedman  
13008 Palm Beach Blvd.  
Lee County  
Fort Myers, Fl. 33905

Initials: \_\_\_\_\_

## **ARTICLE V PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

## **ARTICLE VI DIRECTORS**

The name(s) and residence address(es) of the person(s) constituting the initial board of directors are:

Brian Friedman  
13008 Palm Beach Blvd.  
Fort Myers, Fl. 33905

Larry Gentsch  
20101 Williams Drive  
N. Fort Myers, Fl. 33917

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemption's, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VIII OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

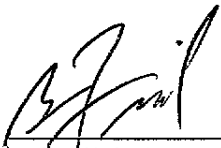
Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which effect an interest in real estate shall be executed by the President or Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designed by resolution of the board of directors.

### Certification

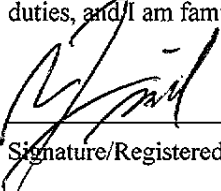
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Brian Friedman, Incorporator  
13008 Palm Beach Blvd.  
Fort Myers, FL 33905

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TALLAHASSEE, FLORIDA

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/Registered Agent

12/9/99

Date