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WILLIAM H. CHANDLER  
1920-1992

December 21, 1999

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE  
1-1-00

500003077465--2  
-12/22/99--01013--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation of Adbiz, Inc. and Certificate of Designation of Resident Agent

Dear Madam or Sir:

Enclosed herewith please find the original and one copy of the Articles of Incorporation and the original of the Affidavit, which permits Adbiz, Inc. to incorporate as a Florida Corporation. I am enclosing herewith a check in the amount of \$70.00 to pay for the filing of these documents.

If everything seems to be in good order, would you please send to me a copy of same together with your statement as to the date when the filing occurred.

Thank you for your kind cooperation.

Yours very truly,

Chandler, Lang & Haswell, P.A.

James F. Lang

JFL/slr  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1999 DEC 22 PM 4:09

FILED

**EFFECTIVE DATE**  
**1-1-00**

**ARTICLES OF INCORPORATION**

**OF**

**Adbiz, Inc.**

**FILED**  
**1999 DEC 22 10 58**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

**ARTICLE I - NAME**

The name of this corporation shall be: **Adbiz, Inc.**

**ARTICLE II - DURATION OF EXISTENCE**

The corporation shall become effective on January 1, 2000 and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to, the following:

(a) To acquire the goodwill, rights, property, and assets of all kinds, to undertake the whole or any part of the liabilities of any person, firm, association, or corporation, in such terms and conditions as may be agreed upon, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this corporation or otherwise.

(b) To buy, sell, deal in, lease, hold, or improve real estate and buildings of various kinds, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view to acquire by purchase, lease, hire, or otherwise, lands, tenements, buildings and hereditaments, or other property of the company.

(c) To buy, sell, deal in, construct, build, lease, hold, or improve apartments, houses, rental units of various kinds and types, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view, to acquire by purchase, lease, hire or otherwise, or to build and construct lands, tenements, buildings, apartment units, hereditaments, or

any interest therein, and to improve the same and generally to hold, manage, deal with, and improve the property of the company, and to sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements, buildings, apartment units, hereditaments, or other property of the company.

(d) To do any and all acts and things, and to exercise any and all other powers conferred by the laws of Florida upon corporations formed under the provisions of Chapter 607, Florida Statutes, 1999, as amended, and which now or hereafter may be authorized by law.

(e) To acquire, own, sell, and otherwise dispose of and deal in mortgages of corporations and individuals.

(f) To purchase, hold, sell, improve, and lease real estate, and mortgage and encumber the same and to erect, manage, care for, and maintain, extend, and alter buildings thereon.

(g) To lend money when not contrary to the laws of the State of Florida at the legal rate of interest or less, and to accept as security thereon mortgages, pledges, assignments, or any other real, personal, or mixed property of every sort and nature.

(h) To act as agent in the lending of money when not contrary to the laws of the State of Florida at the legal rate of interest or less; and to accept as security thereon mortgages, pledges, assignments, or any other real, personal, or mixed property of every sort and nature.

(i) To engage in the operation, ownership, and management of shopping centers, apartment houses, motels, or any other type or form of property of every form and nature, and to own, buy, sell, lease, or exchange any properties of any kind for that purpose.

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock outstanding at any one time shall be five hundred (500) shares, with par value of One Dollar (\$1.00) per share, all of one class, common, participating voting stock.

#### ARTICLE V - 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 prorata

share thereof (as nearly as may be done without issuance of fractional shares) at the price at which such stock is offered to others.

#### ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The street address of the initial principal office and registered office of this corporation is 2630-C3 NW 41<sup>st</sup> Street, Gainesville, Florida, 32606, and the name of the initial registered agent of the corporation at that address is Terry L. Chester.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall not have less than one (1) director nor more than five (5) directors. The names and addresses of the initial directors of this corporation are as follows:

Name	Street Address
Nita A. Chester	2322 NW 60 <sup>th</sup> Way Gainesville, Florida 32606

#### ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation as incorporators are as follows:

Name	Street Address
Nita A. Chester	2322 NW 60 <sup>th</sup> Way Gainesville, Florida 32606

The undersigned, Nita Chester a/k/a Nita A. Chester, and Terry L. Chester, who are the former sole subscribers to the unissued stock of ADBIZ, INC., a dissolved Florida corporation, and Nita A. Chester being the sole surviving director of such corporation, hereby give their consent to the incorporation by the office of the Secretary of State, State of Florida, of Adbiz, Inc., and to the validation and filing of the Articles of Incorporation thereof by the said Secretary of State. A copy of their Affidavit is attached to these proposed Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporators have subscribed their names to these Articles of Incorporation on this 21<sup>st</sup> day of December, 1999.

Signed, sealed, and delivered in  
our presence as witnesses:

James F. Lang  
Printed Name: JAMES F. LANG

Sue L. Rocher  
Printed Name: Sue L. Rocher

Nita A. Chester (SEAL)  
Nita A. Chester

Terry L. Chester (SEAL)  
Terry L. Chester

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Adbiz, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, located at Gainesville, Alachua County, Florida, has named Terry L. Chester, whose street address is 2630-C3 NW 41<sup>st</sup> Street, Gainesville, Florida 32606, and whose mailing address is the same, as its agent to accept service of process.

ACKNOWLEDGMENT:

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



Terry L. Chester  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1999 DEC 22 AM 10:58

FILED

AFFIDAVIT


STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, this day personally appeared Nita Chester, a/k/a Nita A. Chester, and Terry L. Chester, who after by me, being first duly sworn, depose and say as follows:

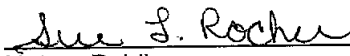
1. That they have personal knowledge of all matters herein set forth.
2. That heretofore, they caused to be incorporated a Florida corporation named ADBIZ, INC., its number P97000036532, which corporation was administratively dissolved for failure to file the annual corporate report.
3. During the time that ADBIZ, INC. was a viable Florida corporation, it became the owner of the trademark "Adbiz", which was registered with the Department of State, State of Florida, on July 21, 1998, and the number of such mark being T98000000846.  
  
That other than the registration of said trademark, the said corporation never did any business, but the Affiants herein were the sole subscribers to the stock of the corporation, which was never issued, and the said Nita A. Chester was the named initial director of the corporation. No other directors were ever elected by the stockholders of the corporation, because there was no stockholders' meeting providing for such election.
4. Affiants, or one of them, along with possible other persons, wish to set up a new corporation to be known as Adbiz, Inc., and they hereby state and declare that, as the only possible interested parties in succession to ADBIZ, INC., they have no objection to the incorporation of Adbiz, Inc., and upon its incorporation, intend to transfer the above mentioned trademark to the said Adbiz, Inc.
5. They are signing a statement in the proposed Articles of Incorporation of Adbiz, Inc. agreeing that they have no objection to its formation as a Florida Corporation.

Further, Affiants sayeth not.

  
Nita A. Chester

  
Terry L. Chester

Sworn to and subscribed before me  
on this 21<sup>st</sup> day of December, 1999.  
Personally known to me or who produced  
\_\_\_\_\_ as identification.

  
Notary Public  
My commission expires  
and my number is:

