

P99000040276

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

SUBJECT: AdOrlando, Inc.
(Proposed corporate name - must include suffix)

900002856479--8
-04/29/99--01069--017
*****78.75 *****78.75

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: Mark Kwas, Attorney at Law
Name (Printed or typed)

7600 Southland Boulevard, Suite 100
Address

Orlando, Florida 32809
City, State & Zip

(407) 330-7815; (407) 928-3231
Daytime Telephone number


Mark Kwas
Attorney at Law

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 29 PM 1:19

FILED

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

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99 APR 29 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AdOrlando, Inc.,

a Florida Corporation.

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation shall be: AdOrlando, Inc.

ARTICLE II - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida; particularly the formation of internet business directories, internet advertising & marketing, and web site design.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1334 Hendren Drive
Orlando, Florida 32807.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 300.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Charles Stone
1334 Hendren Drive
Orlando, Florida 32807.

ARTICLE VI - INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

Stacy Powell
1334 Hendren Drive
Orlando, Florida 32807

Charles Stone
1334 Hendren Drive
Orlando, Florida 32807.

ARTICLE VII - OFFICERS

The names and street addresses of the Officers of this Corporation are:

President: Stacy Powell
1334 Hendren Drive
Orlando, Florida 32807

Vice-President: Charles Stone
1334 Hendren Drive
Orlando, Florida 32807

Secretary: Stacy Powell
1334 Hendren Drive
Orlando, Florida 32807

Treasurer: Charles Stone
1334 Hendren Drive
Orlando, Florida 32807

ARTICLE VIII - DIRECTORS

The names and street addresses of the Directors of this Corporation are:

Stacy Powell
1334 Hendren Drive
Orlando, Florida 32807

Charles Stone
1334 Hendren Drive
Orlando, Florida 32807.

ARTICLE IX - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986 as amended.


The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986 as amended.

Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the Election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986 as amended."

The undersigned have executed these Articles of
Incorporation this 20th day of April, 1999.



Stacy Powell, Incorporator



Charles Stone, Incorporator

Prepared by:

Attorney Mark Kwas
Fla. Bar# 0978035
7600 Southland Boulevard
Suite 100
Orlando, Florida 32809
(407) 330-7815


**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

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

Charles Stone
1334 Hendren Drive
Orlando, Florida 32807.


Signature: _____


Charles Stone, Incorporator,
Vice-President and Treasurer of AdOrlando, Inc.

Date: April 20, 1999

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: _____


Charles Stone

Date: April 20, 1999.

Prepared by: Attorney Mark Kwas
Fla. Bar# 0978035
7600 Southland Boulevard, Suite 100
Orlando, Florida 32809
(407) 330-7815

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TALLAHASSEE, FLORIDA