

F96000002503

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: New Media Marketing, Inc.
(Name of corporation - must include suffix)

000001828000
-05/20/96--01012--006
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

James E. Earle, Esq.

(Name of Person)

Kennedy Covington Lobdell & Hickman, LLP

(Firm/Company)

100 N. Tryon Street, Suite 4200

(Address)

Charlotte, NC 28203

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 17 AM 10:03

Should you need to call someone concerning this matter, please call:

James E. Earle

(Name of Person)

at (704) 331-7530

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

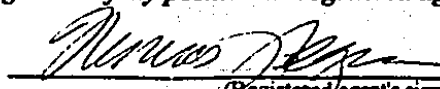
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. New Media Marketing, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. North Carolina
(State or country under the law of which it is incorporated)
3. 59-3360264
(FEI number, if applicable)
4. February 1, 1996
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2437 5th Avenue N.
St. Petersburg, FL 33713
(Current mailing address)
8. all lawful activities
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Thomas J. Teague
Office Address: 2437 5th Avenue N.
St. Petersburg, Florida, 33713
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 17 AM 10:03

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Thomas J. Teague

Address: see 9. above

Vice Chairman:

Address:

Director: William B. Barlow

Address: 2437 5th Avenue N.

St. Petersburg, FL 33713

Director: Louise A. Teague

Address: 580 Hallow Tree Place

Tarpon Springs, FL 34689

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: William B. Barlow

Address: see 12. above

Vice President:

Address:


Secretary: Thomas J. Teague

Address: see 9. above

Treasurer: William B. Barlow

Address: see 12. above

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas J. Teague, Chairman
(Typed or printed name and capacity of person signing application)

STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

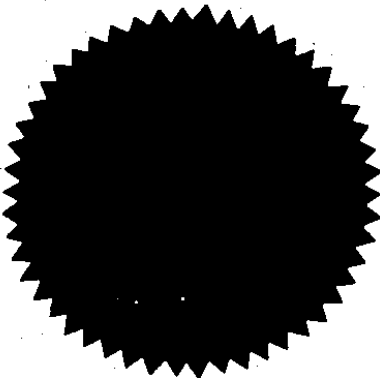
I, **JANICE H. FAULKNER**, Secretary of State of the State of North Carolina, do hereby certify that

NEW MEDIA MARKETING, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 1st day of February, 1996, with its period of duration being perpetual.

I FURTHER certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 23rd day of April, 1996.



Janice H. Faulkner
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 17 AM 10:03