ACCESS, INC. 1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

WALK IN

PICK UP 1-27-98

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 27, 1998

CORPORATE ACCESS, INC.

SUBJECT: TEAM ONE ADVERTISING, INC.

Ref. Number: W98000001833

We have received your document for TEAM ONE ADVERTISING, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

You have submitted a certificate of tax status that is not what we require in order to process a filing. You would need to obtain a certificate of existence (good standing) from your Secretary of State of Texas.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays Document Specialist

Letter Number: 198A00004469

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

- 1. The name of the corporation is: TEAM ONE ADVERTISING, INC.
- The State under which this corporation is incorporated is the State of Texas.
- 3. The date of its incorporation in the State of Texas is the 19th day of February, 1997, and its duration is perpetual.
- 4. The date this corporation will transact business in the State of Florida is the 1st day of October, 1997.
- 5. The current mailing address of this corporation is 15455 W. Dixie Highway, Suite B, North Miami, Florida 33162.
- 6. The purpose for which this corporation is authorized to transact business in the State of Florida is to engage in any lawful act or activity for which foreign corporations may be authorized under the Florida Business Corporation Act.
- 7. The name and street of the corporation's registered agent in the State of Floridation Douglas Witt, 15455 W. Dixie Highway. Suite B, North Miami, Florida 33162.

8. 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.

DOUGLAS WITT, Registered Agent

9. Attached hereto 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.

SECRETARY OF STATE

10.

President:

Vice President: Address:

Secretary:

Treasurer: Address:

Address:

Address:

Douglas Witt

Douglas Witt

A.	DIRECTORS:		
	Chairman: Address:	Douglas Witt 15455 W. Dixie Highway, Suite B North Miami, Florida 33162	
	Vice Chairm Address:	an:	
	Director: Address:		
	Director: Address:		

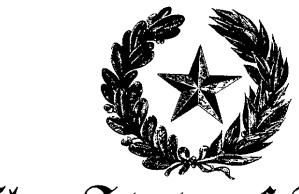
15455 W. Dixie Highway, Suite B, North Miami, Florida 33162

15455 W. Dixie Highway, Suite B.

North Miami, Florida 33162

The names and addresses of the Officers and/or Directors of this corporation are as

BY: MI O HATS



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that Articles of Incorporation of

TEAM ONE ADVERTISING, INC. File No. 1429892-0

DIVISION OF COS

were filed in this office and a certificate of incorporation was issued to this corporation; and no certificate of dissolution is in effect and the corporation is currently in existence.



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on January 29, 1998.

Alberto R. Gonzales Secretary of State

DAE