

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Capital Advertising, Inc.

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- Art of Inc. File Photo
- _____ LTD Partnership File
- _____ Foreign Corp. File
- _____ L.C. File
- _____ Fictitious Name File
- _____ Trade/Service Mark
- _____ Merger File
- _____ Art. of Amend. File
- _____ RA Resignation
- _____ Dissolution / Withdrawal
- _____ Annual Report / Reinstatement
- _____ Cert. Copy
- Photo Copy
- _____ Certificate of Good Standing
- _____ Certificate of Status
- _____ Certificate of Fictitious Name
- _____ Corp Record Search
- _____ Officer Search
- _____ Fictitious Search
- _____ Fictitious Owner Search
- _____ Vehicle Search
- _____ Driving Record
- _____ UCC 1 or 3 File
- _____ UCC 11 Search
- _____ UCC 11 Retrieval
- _____ Courier

FILED
 00 MAY -3 PM 2: 0
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 00 MAY -3 PM 12: 06
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

MAY 03 2000
 MAY 03 2000

Signature _____

Requested by: CD 5-3-00 11:00
 Name Date Time
 Walk-In _____ Will Pick Up _____

**ARTICLES OF INCORPORATION OF
CAPITAL 1 ADVERTISING, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Capital 1 Advertising, Inc.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

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SECRETARY OF STATE
TALLHASSEE, FLORIDA

ARTICLE IV

PRINCIPAL OFFICE OF CORPORATION

The initial address of the principal office of the corporation and the initial mailing address of the corporation is 4343 Ridgewood Avenue, Port Orange, Florida 32127.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock, all of one class, with a par value of one dollar (\$1.00).

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

The name of the corporation's initial registered agent is Jerome D. Mitchell, Esquire, 400 South Palmetto Avenue, Daytona Beach, Florida 32114.

ARTICLE VII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is Jerome D. Mitchell, Esquire, 400 South Palmetto Avenue, Daytona Beach, Florida 32114.

ARTICLE VIII

AMENDMENT OF ARTICLES

These Articles of Incorporation of this Corporation may be amended, changed, altered or repealed in the manner now or hereafter described by the Florida Statutes and all rights conferred on the stockholders herein are granted subject to this reservation.

ARTICLE IX

OFFICERS

The names of the officer(s) who shall serve until the first election are as follows:

Janet Walters	President
Dana Petta	CEO

ARTICLE X

BOARD OF DIRECTORS

The following persons shall constitute the first Board of Directors:

Janet Walters	Director
Marc Walters	Director
Dana Petta	Director
Angelo Petta	Director
Kimberly Cipriano	Director
Joseph Carrasquillo	Director
Marlene Carrasquillo	Director

ARTICLE XI

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix compensation unless otherwise provided in Articles of Incorporation or Bylaws.

ARTICLE XII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in all meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law.

ARTICLE XIII

INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the Bylaws of this corporation.

ARTICLE XIV

INFORMAL ACTION OF DIRECTORS

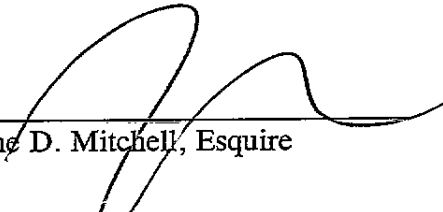
If all the directors severally and collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XV

SUB-CHAPTER "S" SELECTION

The Board of Directors may take such action as is appropriate to assure taxation as a Sub-Chapter "S" small business corporation, pursuant to currently applicable provisions of the Internal Revenue Code.

WITNESSED by respective hand this 28th day of April, 2000.

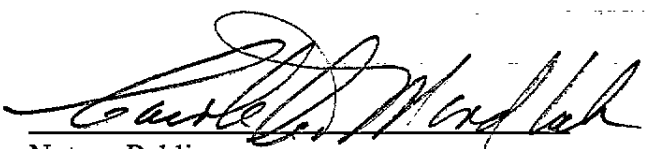


Jerome D. Mitchell, Esquire

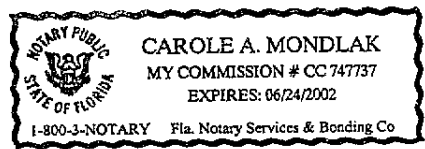
STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid, to take acknowledgments, personally appeared Jerome D. Mitchell, Esquire, to me known to be the person described or has produced n/a n/a as identification in and who executed the foregoing instrument and he acknowledged before me that he executed the same and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of April, 2000.



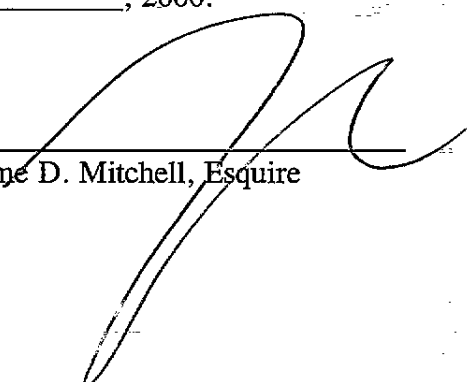
Notary Public
My Commission Expires:
My Commission Number:



CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
CAPITAL 1 ADVERTISING, INC.
A CORPORATION FOR PROFIT

Having been designated as Registered Agent for Capital 1 Advertising, Inc., a Florida corporation for profit (hereinafter the "Corporation"), I accept the designation and agree to act as registered agent of the Corporation, and I acknowledge that I am familiar with and accept the obligations of the position of registered agent for the Corporation.

DATED this 28th day of April, 2000.

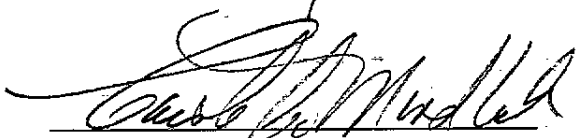


Jerome D. Mitchell, Esquire

STATE OF FLORIDA
COUNTY OF VOLUSIA

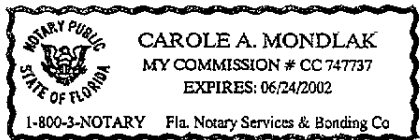
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Notary Public

My Commission Expires:
My Commission Number:



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA