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May 2, 2000

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

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*****78.75 *****78.75

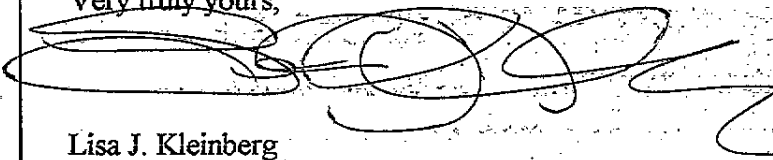
SUBJECT: Transmittal letter
AdPlus Advertising, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and check in the amount of \$78.75 for the filing fee and a certified copy.

Please return to me in the enclosed self-addressed stamped envelope.

Thank you for your time in this matter.

Very truly yours,



Lisa J. Kleinberg

LJK/cac

FILED
00 MAY -4 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN MAY - 9 2000

ARTICLES OF INCORPORATION

ARTICLE I: NAME

The name of the corporation shall be AdPlus Advertising, Inc.

ARTICLE II: PURPOSE

The purpose of the corporation is to conduct any and all lawful business.

ARTICLE III: PRINCIPAL OFFICE

The address and mailing address of the principal office shall be 4106 Central Sarasota Parkway, #1025, Sarasota, Florida, 34238.

ARTICLE IV: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100). The par value of each share shall be \$1.00.

ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Shawn Bergeron, 4106 Central Sarasota Parkway, #1025, Sarasota, Florida, 34238.

ARTICLE VI: INCORPORATORS

The names and addresses of the incorporators are:

Shawn M. Bergeron
4106 Central Sarasota Parkway, #1025
Sarasota, FL 34238

Joan M. Bergeron
4106 Central Sarasota Parkway, #1025
Sarasota, FL 34238

FILED
00 MAY -4 AM 8:33
SARASOTA, FLORIDA

ARTICLE VII: OFFICERS AND DIRECTORS

The names of the initial officers/directors are:

Shawn M. Bergeron
Joan M. Bergeron

President
Vice President

The undersigned incorporators have executed these Articles of Incorporation this 20th day of April, 2000.


SHAWN M. BERGERON


JOAN M. BERGERON

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

FILED
00 MAY -4 AM 8:34
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDESIGNED 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 AdPlus Advertising, Inc.
2. The name and address of the registered agent and office is:

Shawn M. Bergeron
4106 Central Sarasota Parkway, #1025
Sarasota, Florida, 34238.

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.


SHAWN M. BERGERON

4-20-2000

DATE