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DOOLEY & DRAKE, P.A.

ATTORNEYS AT LAW

WILLIAM A. DOOLEY*

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1432 FIRST STREET
SARASOTA, FLORIDA 34236

TELEPHONE (941) 954-7750

FACSIMILE (941) 951-1509

May 25, 2000

Via Overnight

Secretary of State
State of Florida
Corporation Department
409 E. Gaines Street
Tallahassee, Florida 32399

400003269234--1
-05/26/00-01090-007
*****87.50 *****87.50

EFFECTIVE DATE

5-24-00

FILED
00 MAY 26 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Sherdonic Advertising Company

Dear Sir or Madam:

Enclosed you will find the original and one copy of the Articles of Incorporation for the above-referenced corporation, fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of \$87.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to the undersigned.

Thank you for your assistance, and please do not hesitate to call me if you have any questions.

Very truly yours,

William A. Dooley/tlp

WILLIAM A. DOOLEY

WAD/tlp
Encls.

D. BROWN JUN - 6 2000

EFFECTIVE DATE

5-24-00

FILED

00 MAY 26 PM 4:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SHERDONIC ADVERTISING COMPANY

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

SHERDONIC ADVERTISING COMPANY
724 Tropical Circle
Sarasota, Florida 34242

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1432 First Street, Sarasota, Florida 34236, and the name of the initial registered agent of this Corporation at that address is WILLIAM A. DOOLEY.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be:

SHERI E. CALINOFF
DONALD STANZIONE
SANDRA FRANK
Address:
724 Tropical Circle
Sarasota, Florida 34242

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO
BOARD OF DIRECTORS**

This Corporation shall have Three (3) directors initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are:

DONALD STANZIONE
724 Tropical Circle
Sarasota, Florida 34242

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

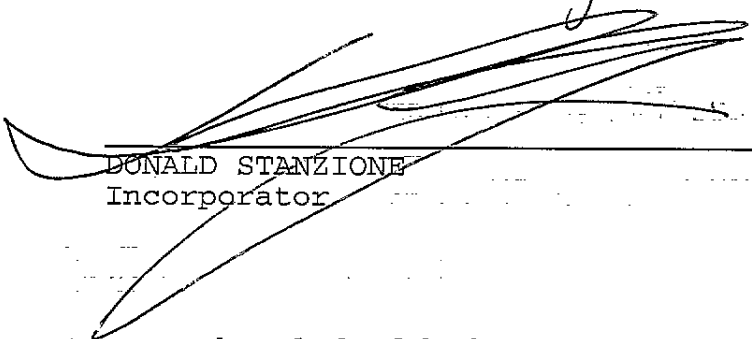
ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

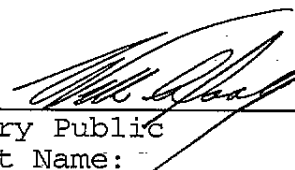
This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 24th day of May, 2000.


DONALD STANZIONE
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 24th day of May, 2000, by DONALD STANZIONE who is personally known to me or who produced _____ as identification and who did not take an oath.


Notary Public
Print Name: _____
My Commission expires: _____
[SEAL]



William A. Dooley
MY COMMISSION # CC646195 EXPIRES
August 29, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

First--That SHERDONIC ADVERTISING COMPANY, desiring to organize
under the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation at City of Sarasota,
County of Sarasota, State of Florida, has named WILLIAM A. DOOLEY,
located at 1432 First Street, County of Sarasota, State of Florida,
as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

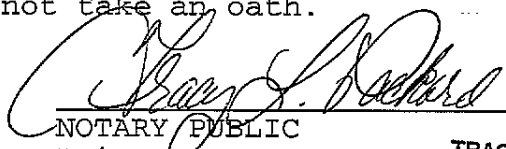
Having been named to accept service of process for the above-
stated corporation, at place designated in this Certificate, I hereby
accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.



WILLIAM A. DOOLEY
Resident Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 24th
day of May, 2000, by WILLIAM A. DOOLEY, who is person-
~~ally known to me~~ or who has produced _____ as
identification and who did not take an oath.



NOTARY PUBLIC

Print Name: _____

My Commission expires: _____

[SEAL]

TRACY L. PACKARD



Tracy L. Packard

My Commission CC788148

Expires November 4, 2000

FILED
00 MAY 26 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA