

PETERSON & MYERS, P.A.

J. GARDIN PETERSON, SR. (1894-1978)
MICHAEL W. CREWS (1941-1991)

PHILIP O. ALLEN
M. DAVID ALEXANDER, III
JACK P. BRANDON
KRISTEN M. BUZZANCA
J. DAVIS CONNOR
DENNIS G. CORRICK
ROY A. CRAIG, JR.
CLINTON A. CURTIS
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ANGELA S. KLUG
KEVIN C. KNOWLTON
DOUGLAS A. LOCKWOOD, III
PETER J. MUNSON
CORNEAL B. MYERS
CORNELIUS B. MYERS, III
E. BLAKE PAUL
ROBERT E. PUTERBAUGH
THOMAS B. PUTNAM, JR.
DEBORAH A. RUSTER
STEPHEN R. SENN
ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON

May 24, 2000

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700003266827--2
-05/25/00--01073--005
****128.75 ****78.75

CORADOMP \$70.00
CC 8.75 = 78.75

**RE: ASSIGNMENT OF TRADEMARK FOR FREDERICK
COMMUNICATIONS AND ARTICLES OF INCORPORATION FOR
FREDERICK COMMUNICATIONS, INC.**

Ladies and Gentlemen:

Enclosed for filing please find the enclosed documents:

1. Assignment of Mark Registration from Frederick Electronics, Inc. *David Rossi* of the mark "Frederick Communications".
2. Original and one copy of the Articles of Incorporation of Frederick Communications, Inc., executed by *David Rossi*.
3. Certificate Designating Registered Agent and Office.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 25 PM 2:18

APPROVED
AND
FILED

I am also enclosing this firm's check in the amount of \$128.75 to cover the following filing fees:

Filing fee for Assignment of Mark Registration	\$ 50.00
Filing fee for Articles of Incorporation	35.00
Filing fee for Registered Agent Certificate	35.00
Certified copy of Articles	8.75

TOTAL \$128.75

6/13/00

Florida Department of State

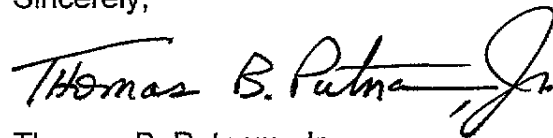
May 24, 2000

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After the above documents have been filed, please provide confirmation that the Trademark has been assigned to David Rossi *and* please certify the enclosed extra copy of the Articles of Incorporation and return it to me.

If you have any questions, please let me know. Thank you for your assistance.

Sincerely,

A handwritten signature in black ink that reads "Thomas B. Putnam, Jr." with a stylized flourish at the end.

Thomas B. Putnam, Jr.

TBP/jh

Enclosures

xc: Ms. Susan Burns
Mr. David Rossi

APPROVED
AND
FILED

00 MAY 25 PM 2:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FREDERICK COMMUNICATIONS, INC.

ARTICLE I. - NAME

The name of the corporation is **FREDERICK COMMUNICATIONS, INC.** The address of the principal office of this corporation shall be 626 Avenue "O", S.W., Winter Haven, Florida 33880, and the mailing address shall be the Post Office Box 2336, Eaton Park, Florida 33840-2336.

ARTICLE II. - DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of the State of Florida.

ARTICLE III. - PURPOSE

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

ARTICLE IV. - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated "common shares".

ARTICLE V. - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he, she or it already holds, shall have the right to purchase his, her or its pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI. - INITIAL REGISTERED OFFICE AND AGENT

The street and post office address of the initial registered office of this corporation is 626 Avenue "O", S.W., Winter Haven, Florida 33880, and the name of the initial registered agent of this corporation at that address is David Rossi.

ARTICLE VII. - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

The name and address of the initial director of this corporation are David Rossi, Post Office Box 2336, Eaton Park, Florida 33840-2336.

ARTICLE VIII. - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are David Rossi, 626 Avenue "O", S.W., Winter Haven, Florida 33880.

ARTICLE IX. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of May, 2000.

Signed in the presence of:

Thomas B. Putnam Jr.

David Rossi
DAVID ROSSI

Jackie D. Haller
Two Witnesses

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 16th day of May, 2000, by **DAVID ROSSI**, who is personally known to me or produced a FL driver's license as identification.

(SEAL)


NOTARY PUBLIC
My Commission Expires:



Jackie S. Hoverkamp
MY COMMISSION # GC595024 EXPIRES
November 19, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED

AGENT AND OFFICE

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That **FREDERICK COMMUNICATIONS, INC.**, desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 626 Avenue "O", S.W., Winter Haven, Florida 33880, has named **DAVID ROSSI**, located at 626 Avenue "O", S.W., Winter Haven, Florida 33880, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, **DAVID ROSSI** hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.



DAVID ROSSI

00 MAY 25 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 16th day of May, 2000, by **DAVID ROSSI**, who is personally known to me or produced a FL driver's license as identification.

(SEAL)



NOTARY PUBLIC
Jackie S. Hoverkamp

Print or Type Name of Notary **Jackie S. Hoverkamp**

My Commission Expires: **November 19, 2000**
BONDED THRU TROY FAIR INSURANCE, INC.