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FILED

00 JUN 30 PM 2:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 751273 81184A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 30, 2000

ORDER TIME : 12:54 PM

ORDER NO. : 751273-005

CUSTOMER NO: 81184A

CUSTOMER: Charles E. Schuh, Esq
Schuh & Schuh

248 Mirror Lake Drive North

St. Petersburg, FL 33701

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*****70.00 *****70.00

DOMESTIC FILING

NAME: ADPOWER MEDIA GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

Pat 6/30/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 30 PM 1:38

RECEIVED

SCHUH & SCHUH

Daniel B. Schuh
Charles E. Schuh

Attorneys at Law
248 Mirror Lake Drive North
St. Petersburg, Florida 33701

Phone (727) 894-0144
Fax (727) 820-9314

June 29, 2000

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

Re: Adpower Media Group, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation of Adpower Media Group, Inc. signed by Joe Webb for filing. Please return one copy with your time stamp showing when it was incorporated.

Our check in the amount of \$70.00 is enclosed for the filing fee and designation of registered agent.

If you have any questions regarding this, let me know.

Very truly yours,



Charles E. Schuh

ac
enc.

ARTICLES OF INCORPORATION

OF

ADpower Media Group, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Adpower Media Group, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized to deal in goods and services, to deal in real and personal property, and for the purpose of transacting any or all lawful business as a corporation incorporated under Florida law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred shares of no par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI-PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The principal office, mailing address, and the initial

registered office of this corporation is: Suite E, 701 N. Hercules Ave., Clearwater, Fla. 33765, and the name of the initial registered agent of this corporation at that address is: Joe Webb.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is: Joe Webb, Suite E, 701 N. Hercules Ave., Clearwater, Fla. 33765

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Seventy-Five percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XI - AMENDMENT TO CHARTER

These Articles of Incorporation may be amended, altered, or changed by the shareholders only at a regular meeting or special meeting called for that purpose.

ARTICLE XII - CONTRACTS

No contract or other transaction between the company and any other corporation, whether or not a majority of the capital stock of the same shall be owned by the company, shall be affected or invalidated by reason of the fact that any one or more of the stockholders of the company is or are interested in, or is a director or officer, or are directors or officers of such corporation, and any shareholder or shareholders, individually or jointly may be a party or parties to or may be interested in any contract or transaction of the company or in which the company is interested, and no contract, act or transaction of the company with any person or persons, firm or corporation shall be affected or invalidated by the fact that any shareholder or shareholders, officer or officers of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a shareholder of the company is hereby relieved from any liability that might exist otherwise from thus contracting with the company for the benefit of himself or any firm, association, or corporation in which he may in anywise be interested.

ARTICLE XIII - INDEMNITY OF OFFICERS AND STOCKHOLDERS

This corporation shall indemnify and save harmless its officers and stockholders of and from any suits, actions, or

judgments arising out of their conduct of the affairs of the corporation, in which suit, action or judgment, any liability shall be alleged or imposed upon any of the corporation's officers or stockholders in behalf of the corporation, and the corporation shall further pay all costs, legal expenses, and any other charges, that said officer or stockholder may incur in the defense of any claim, suit, or action that may be instituted against the said officers or stockholders in their individual capacities, it being the purpose and intent that the corporation shall save its officers and stockholders harmless from any action taken by them in its behalf.

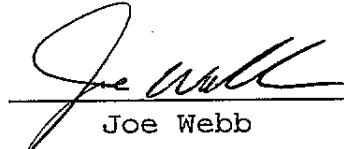
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 29 day of June, 200


Joe Webb

ACCEPTANCE OF REGISTERED AGENT

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00 JUN 30 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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 for said corporation.


Joe Webb