

P000000 70751

Gloria Sellers
8130 W. Waters Ave.
Suite 300-B
Tampa, Florida 33615

July 13, 2000

Division of Corporate Records
P.O. Box, 6327
Tallahassee, Florida 32314

100003335061 -- 1

-07/25/00--01003--008

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

Dear Sir:

I am enclosing the original and one copy of the proposed Articles of Incorporation for Tampa Bay Advertising Consultants, Inc.

Please approve and file the original and certify the copy for us. Included within the aforementioned articles is the name of its initial resident agent.

Enclosed also is a check payable to you for incorporating charges as follows:

Filing fee	\$ 35.00
Certified copy	8.75
Resident Agent	35.00

EFFECTIVE DATE
7-14-00

Thank you for your assistance and please let me know if anything further is required.

Sincerely,


Gloria Sellers

GS/ wb

FILED
00 JUL 20 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JUL 25 2000

11-18113



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 20, 2000

GLORIA SELLERS
8130 W WATERS AVE, SUITE 300-B
TAMPA, FL 33615

SUBJECT: TAMPA BAY ADVERTISING CONSULTANTS, INC.
Ref. Number: W00000018113

We have received your document for TAMPA BAY ADVERTISING CONSULTANTS, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75. Your document will be retained in our pending file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

If you have any further questions concerning your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 300A00039725

EFFECTIVE DATE
7-14-00

ARTICLES OF INCORPORATION
OF
TAMPA BAY ADVERTISING CONSULTANTS, INC.

FILED
00 JUL 20 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscriber of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Tampa Bay Advertising Consultants, Inc. and its principal office address is 8130 W. Waters Ave. Suite 300-B, Tampa, Florida 33615.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on the date of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$ 1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratable in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 8130 W. Waters Ave. 300-B, Tampa, Florida 33615 and the initial registered agent of the corporation at such address is Gloria Sellers.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Address

Gloria Sellers

8130 W. Waters Ave. Suite 300-B
Tampa, Florida 33615

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgement of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

In WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of July 2000.

Gloria Sellers (SEAL)
Gloria Sellers

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, this date personally appeared Gloria Sellers, to me known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and further that she acknowledged such execution to be her free and voluntary act, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Tampa, Florida

this 14 day of July

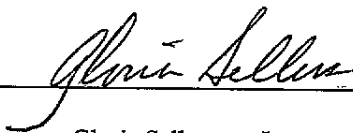
Dorothy J. Merriam
Notary Public

State of Florida at Large
Notary Public, State of Florida
My Commission Expires: AA 657 677
My comm. expires Feb. 26, 2001

CERTIFICATE DESIGNATING


REGISTERED AGENT

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, Tampa Bay Advertising Consultants, Inc., desiring to organize under the laws of the State of Florida, hereby designates Gloria Sellers, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 8130 W. Waters Ave. Suite 300-B Tampa, Florida 33615, the business office of its Registered Agent, as its Registered Office.

By 
Gloria Sellers, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of 48.091 and 607.0505, Florida Statutes.


Gloria Sellers

00 JUL 20 AM 11:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA