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Transmittal Letter

September 27, 2000

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-09/29/00--01098--011
*****78.75 *****78.75

Subject: Fred Mays Communications Group, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation, and a check in the amount of \$78.75.

This represents the total charges for: **Filing Fee, Registered Agent Designation, and Certificate of Status.**

Contact Person: Frederick A. Mays
2003 Fosgate Drive
Winter Park, FL 32789
407-647-4476

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,


Fred Mays

EFFECTIVE DATE
10-01-00

ax 10/2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Fred Mays Communications Group, Inc.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby declares that these Articles of Incorporation are being executed for the purpose of forming a corporate body under and by the virtue of the laws of the State of Florida, and specifically under and by the virtue of the provisions of Chapter 607, Florida Statutes.

ARTICLE I

The name of the corporation shall be Fred Mays Communications Group, Inc.

ARTICLE II

The principle place of business and mailing address of this corporation shall be:

2003 Fosgate Drive
Winter Park, FL 32789

ARTICLE III

- A. This corporation shall have all of the powers conferred upon general corporations pursuant to the statutes of the State of Florida, as amended; and
- B. Without limiting the generality of the foregoing, this corporation shall have the following powers, which shall also be construed to be its purpose and objects to-wit:
 - 1) To purchase, lease, exchange, sell, import, export, and otherwise dispose of or acquire all types of property, both real and personal, in the State of Florida and elsewhere.
 - 2) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, and otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, secret processes and licenses, in the State of Florida, and all other states and countries.
 - 3) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such

EFFECTIVE DATE
10-01-00

mortgages, transfers of corporate property, or other instruments to secure the payment of corporation indebtedness as may be required.

- 4) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of the capital stocks and/or bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any state or government, and while the owner of such stock to exercise all rights, powers, and privileges of ownership, including the right to vote such stock.
- 5) To enter into, make, perform, and carry out any contracts which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, firm, corporation, or body politic under the government of the United States, and state or territory thereof, or any foreign government insofar as permitted by law.
- 6) To do all and everything necessary, suitable or proper for the accomplishment of any of the objects, objectives, or the furtherance of any of the powers herein set forth, whether alone or in connection with other corporations, firms, or individuals and either as a principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers.
- 7) To engage in any business, or do any and all acts and things which the Board of Directors may deem necessary in the carrying out of the success of any business which now or hereafter be conducted by this corporation.

ARTICLE IV

The maximum number of shares of stocks which may be issued by the corporation shall be ONE THOUSAND (1,000) shares of common stock having a par value of \$1.00 per share. This number may increased or decreased at any time by action of the Board of Directors, as provided in the by-laws of the Corporation.

ARTICLE V

This corporation shall have perpetual existence (which shall commence September, 1, 2000, following receipt of these Articles of Incorporation by the Florida Department of State.).

ARTICLE VI

The name and address of the initial registered agent and registered office of this corporation is as follows:

Frederick A. Mays
2003 Fosgate Drive
Winter Park, FL 32789

ARTICLE VII

The business of this corporation shall be managed by, and its corporate powers exercised by a Board consisting of one (1) or more Directors, to be fixed from time to time as provided in the by-laws of the Corporation.

ARTICLE VIII

The name and address of the first Board of Directors, who subject to the provisions of the articles of Incorporation, the by-laws of the corporation, and Chapter 607, Florida Statutes, shall hold office during the first year of the corporation's existence, or until their successor or successors is/are elected and qualified, shall be:

Name	Address
Frederick A. Mays	2003 Fosgate Drive Winter Park, FL 32789

ARTICLE IX

The name and address of the Subscriber to Articles of Incorporation, and the number of shares of common stock which each subscribe, is as follows:

Name and address	Number of shares
Frederick A. Mays 2003 Fosgate Drive Winter Park, FL 32789	1,000

ARTICLE X

The business of this corporation shall be conducted by the Board of Directors and by the following officers: A president, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as the board of Directors from time to time and at any time determine to be necessary or advisable as set forth in the by-laws of this corporation. The members of the Board of Directors shall be elected in a manner set forth in said by-laws at the annual meeting of the stockholders of this corporation, and said officers shall be elected by the Board of Directors at any meeting held for that purpose.

ARTICLE XI

The common stock of this corporation, after payment of the par value thereof, shall be issued as fully paid stock and shall not be subject to assessment for the payment of debts

of this corporation or for any other purpose; provided, however, that no stock shall be issued until an amount at least equal to the par value thereof is paid to the corporation. All payments for stock of the corporation shall be payable in the lawful money of the United States of America; provided, however, that any designated portion of the stock shall be payable in other property/and/or services at a just valuation to be fixed by a majority agreement of the Directors of the corporation at a meeting called for the purpose of establishing such valuation. Shares of stock shall be transferable only in a manner prescribed in the by-laws and every person becoming a stockholder by such transfer shall acquire the rights and liabilities of the prior holder.

ARTICLE XII

The following provisions of the regulation of the business and for the conduct of affairs of the corporation and for creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, officers and directors are hereby adopted as part of these Articles of Incorporation.

- A. This corporation shall have the power to include in its by-laws any regulatory or restrictive provisions relating to the sale, transfer, or other disposition of any and all of its authorized and outstanding stock, or both, by and of its stockholders, their respective heirs, executors, administrators, successors or assigns, as the case may be; provided, however, that no such regulatory or restrictive provisions shall affect the rights of third parties without actual knowledge thereof unless notice of such provisions shall be given upon the certificate evidencing the ownership of said stock or as provided by the by-laws.
- B. Any holder or holders of shares of stock of this corporation may include in agreement among themselves limitations upon the transfer or assignment of such shares, and this corporation may become a party of such agreement or agreements.
- C. This corporation shall have the power to enter into, or become a partner in any arrangement for sharing profits, union or interest, corporation, joint venture or otherwise, with any person, firm, corporation, or other entity now carrying on or contemplating carrying on any business which this corporation has direct or incidental authority to pursue.
- D. This corporation shall have the power to amend, alter, change, or repeal any provisions of these Articles of Incorporation, subsequently to be known as the Certification of Incorporation, as from time to time amended and approved by its Board of Directors, and approved at any meeting of the stockholders by the holders of not less than a majority of its outstanding stock entitled to vote.
- E. The Board of Directors of this corporation shall have the power to authorize and cause to be executed mortgages and liens upon real and personal property owned, either legally or equitably, by this corporation; to fix the amount to be reserved as

working capital over and above the capital stock paid in; to determine the conditions, times and places where the books of this corporation can be examined, except as otherwise conferred by statutes of the State of Florida, and the laws and regulations of the United States of America; and to sell, lease or exchange all of the property or assets essential to the business of this corporation upon such terms and conditions as a majority of the Board of Directors of the whole Board of Directors deem expedient and in the best interests of this corporation.

- F. This corporation, may in its by-laws, confer powers upon its Directors in addition to any conferred herein and in addition to the powers and authorities expressly conferred upon it by the statutes of the State of Florida.
- G. Every Director and every officer of this corporation, every former Director and every former Officer of this corporation, and every person who may have served at the request of this corporation as a Director or officer of another corporation in which this corporation owns shares of capital stock or of which it is a creditor, and the heirs, executors, administrators or assigns of all the persons above listed shall be indemnified by this corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding to which he may be made a party by reason of his or her being or having been a Director or officer of this corporation or of such other corporation regardless of whether or not he or she continues to be a Director or officer at the time of incurring such expenses, except with respect to matters as to which he or she shall be finally adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duties. The forgoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled.
- H. This corporation shall have the power to keep the books either within or without the State of Florida at such place or places as may be from time to time designated by the Board of Directors.
- I. The Directors may receive compensation for their services as such directors in accordance with provisions set forth in the by-laws.
- J. No officer of this corporation shall be prevented from receiving a salary to be fixed by the board of Directors by reason of the fact that such officer is also a Director of this corporation, nor shall any director be precluded from voting upon the salary he or she is to receive as an officer of this corporation.
- K. No contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of such corporation is owned by this corporation, and no other act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of such other corporation; any Director, individually or any corporation, partnership, proprietorship or business of which any such Director may be a member, may be a party to, or may be pecuniarily

or otherwise interested in, any contract or transaction of this corporation; provided however, that the fact that any such directors interests in such corporation, partnership, proprietorship or business shall be disclosed or shall have been known to the Board of Directors of this corporation; or to a majority thereof, and any director of this corporation who is also a director or officer of any such corporation, or who is so interested in any such partnership, proprietorship, or business maybe counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize, confirm, ratify, or approve such contract or transaction with like force and effect as if he or she was not such a director or officer of such corporation, or not so interested in said partnership, proprietorship or business.

- L. This corporation, at the time of its organization, or any time or times thereafter, may purchase or acquire shares, stocks, bonds, debentures, real, personal, or mixed, from any person or persons, corporation or corporations, or other business, commercial or industrial entity, who may be promoters, officers, or directors of this corporation, and each stockholder of this corporation shall be deemed by reason of having become such, to have waived any and all objections to such acquisition of shares, stocks, bonds, debentures, and other securities, obligations, or property, real or personal or mixed, and to have agreed no promoter, officer, or director shall be liable to account to this corporation for any profit or benefit derived by reason of such transaction.

ARTICLE XIII

The effective date of this incorporation shall be October 1, 2000.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on 27th day of September, 2000.

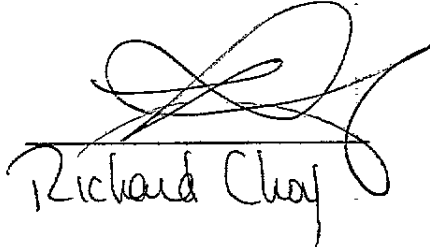

Frederick A. Mays, President

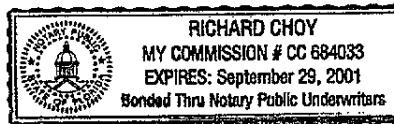
NOTARIZATION

State of Florida
County of Orange

BEFORE ME, the undersigned authority, personally appeared Frederick A. Mays, to me known to be the person executing the foregoing Articles of Incorporation of Fred Mays Communications Group, Inc., as Incorporator and Subscriber thereof, and he expressly acknowledged before me that he executed same for the purpose therein set forth.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my seal of the office this 27th day of September 2000.


Richard Choy



CERTIFICATION OF DESIGNATION

REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is: Fred Mays Communications Group, Inc.
2. The name and address of the registered agent and office is:

Frederick A. Mays
2003 Fosgate Drive
Winter Park, FL 32789

Signature:



Title: President

Date: September 27, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 29 PM 1:34

FILED

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.

Signature:



Date:

9/27/00