

P00000101238

Frederick Graves

& Private Counsel &

1600 NE Dixie Highway # 14-108
Jensen Beach, Florida 34957

23 October 2000

Florida Secretary of State
Domestic Corporation Filings Section
Post Office Box 6327
Tallahassee, Florida 32314

FILED
00 OCT 26 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-10/26/00--01060--016
*****87.50 *****87.50

EFFECTIVE DATE
10-24-00

Attn: New Filings

Re: Adtelco Corporation

Dear Secretary,

Submitted herewith for filing are the articles of incorporation and designation of resident agent for the abovenamed corporation.

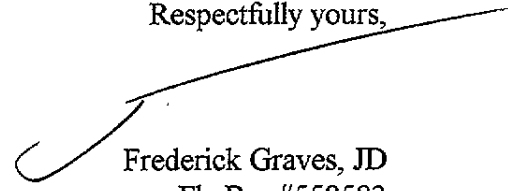
Enclosed is my office check for \$87.50 to cover the filing fee plus the additional fees for certificate of status and certified copy of the articles.

Please notify my office by regular mail of the date and file number of this filing.

If you require anything further, please contact me *directly* before returning any documents.

Thank you.

Respectfully yours,



Frederick Graves, JD
Fla.Bar #558583

c.c. EBG, FWR, RRB, FDG

OB 10-27

Articles of Incorporation
of
Adtelco Corporation

The undersigned, acting as general incorporator under statutory provisions of the Florida General Corporation Act (Chapter 607, Florida Statutes) hereby declares, adopts, ratifies, and gives notice of the following articles of incorporation:

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00 OCT 26 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: Name and Principal Place of Business

The name of this corporation is Adtelco Corporation. The initial principal place of business shall be c/o Edward B. Galante, Esq., 516 Camden Avenue, Stuart, Florida 34994. (561-283-2412)

EFFECTIVE DATE

10-24-00

ARTICLE II: Commencement and Duration

This Corporation shall commence in existence on the date last hereinappearing. If filing is delayed so that more than five (5) days have elapsed from said date hereof and the filing by the Secretary of State, then in that event this Corporation shall be deemed to have commenced on that date five (5) days prior to its being filed with the Secretary. Anything to the contrary contained herein notwithstanding, it is the incorporator's intent that this Corporation commence in existence upon the date last hereinappearing, being the date of actual creation. This Corporation shall exist perpetually after filing or until sooner terminated by lawful act of its shareholders and directors.

ARTICLE III: Purpose

The purpose for which this corporation is organized is to engage in any activity permitted to for-profit corporations having their principal offices in this State, particularly but not limited to owning and operating media advertising businesses.

ARTICLE IV: Authorized Shares

1. Number. The aggregate number of shares that the corporation shall have the authority to initially issue is 10,000 shares of capital stock with a par value of ten cents (\$0.10) per share.

2. Subscription. Frederick W. Redden (Post Office Box 1541, Jensen Beach, Florida 34958), having given good and sufficient consideration therefor in the form of \$100 cash and valuable services rendered to the corporation prior to the date hereof, has subscribed and does subscribe for the acquisition of 1,000 shares of the new corporation. Rex R. Brownie (Post Office Box 780571, Sebastian, Florida 32978), having given good and sufficient consideration therefor in the form of \$100 cash and valuable services rendered to the corporation prior to the date hereof, has subscribed and does subscribe for the acquisition of 1,000 shares of the new corporation. Frederick Graves (Post Office Box 123, Jensen Beach, Florida 34958), having given good and sufficient consideration therefor in the form of \$100 cash and valuable services rendered to the corporation prior to the date hereof, has subscribed and does subscribe for the acquisition of 1,000 shares of the new corporation.

3. Stated Capital. The sum par value of all shares of capital stock of the corporation that shall have been issued at any particular time shall be the stated capital of the corporation on the books at any such time.

ARTICLE V: Registered Agent

The initial registered agent of the Corporation is: Edward B. Galante, Esq., whose business address at which he will accept service of process for the corporation is 516 Camden Avenue, Stuart, Florida 34994. (561-283-2412), and his acceptance of appointment is filed herewith and made a part hereof by reference.

ARTICLE VI: Number of Directors

The number of duly elected directors of this corporation shall be not less than three.

ARTICLE VII: Incorporation Directors

The names and addresses of the persons who shall serve as incorporation director are: Frederick W. Redden (Post Office Box 1541, Jensen Beach, Florida 34958), Rex R. Brownie (Post Office Box 780571, Sebastian, Florida 32978), and Frederick Graves (Post Office Box 123, Jensen Beach, Florida 34958), who shall serve in the capacity of temporary directors until the organizational meeting, at which meeting they shall by resolution duly appoint a president and secretary *pro temp* who shall by their authority and at their direction issue subscribed shares of the corporation's common stock for value received, whereupon the new shareholder(s) will duly elect director(s) to serve and hold office thereafter in accordance with Florida Law, these articles, and the by-laws of the corporation. Upon taking office, the duly elected director(s) shall ratify all prior acts and accept the immediate resignation of the incorporation directors, who shall thereafter have no further powers or obligations.

ARTICLE VIII: Incorporator

The name and address of the incorporator is Frederick Graves (Post Office Box 123, Jensen Beach, Florida 34958).

ARTICLE IX: Amendment of Articles

The shareholders shall have power to adopt, amend, or repeal these articles of incorporation when proposed and approved at a duly noticed shareholders meeting.

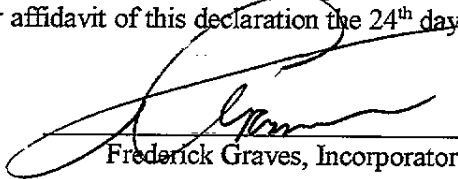
ARTICLE X: Pre-Emptive Rights

Shareholders shall have no pre-emptive rights to purchase additional shares.

ARTICLE XI: Cumulative Voting

Shareholders shall vote their shares directly; i.e., there shall be no cumulative voting of shares.

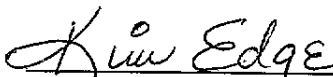
IN WITNESS WHEREOF the undersigned incorporator declares these Articles of Incorporation for Adtelco Corporation, hereunder setting his hand and giving his further affidavit of this declaration the 24th day of October 2000.

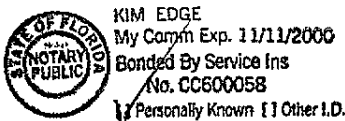

Frederick Graves, Incorporator

STATE OF FLORIDA]
COUNTY OF MARTIN]

BEFORE ME, the undersigned authority, personally appeared Frederick Graves who being by me first duly sworn or affirmed and identified by Florida Drivers License as the person described hereinabove did execute the foregoing in my presence as incorporator for Adtelco Corporation

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal the date last hereinabove appearing.


Notary Public, State of Florida at Large



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

FILED
00 OCT 26 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

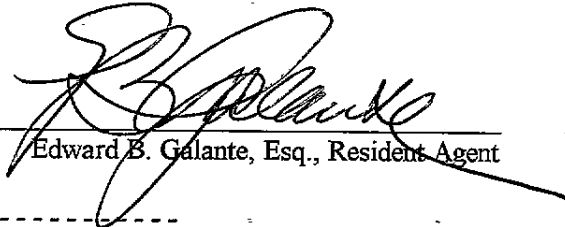
WITNESSETH that *Adtelco Corporation* desiring to organize under the laws of the State of Florida has named its registered agent to accept service of process within this State and its principal office as indicated in the Articles of Incorporation as: Edward B. Galante, Esq., whose business address at which he will accept service of process for the corporation is 516 Camden Avenue, Stuart, Florida 34994. (561-283-2412).

ACKNOWLEDGEMENT:

Having been named to accept service of process for the abovenamed corporation at the place designated in this certificate, I hereby accept such appointment to act in this capacity effective the date last herein appearing and agree to comply with the provisions of said act relative to keeping open said office.

I understand and accept the obligations of registered agents as provided for in §607.325 Florida Statutes.

EXECUTED this 27th day of October 2000.


Edward B. Galante, Esq., Resident Agent

STATE OF FLORIDA]
COUNTY OF MARTIN]

BEFORE ME personally appeared Edward B. Galante, Esq. who, being by me first duly sworn or affirmed and identified by Florida Drivers License, did execute the foregoing in my presence as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Stuart, Florida this 27 day of OCTOBER 2000.

Kim Edge
Notary Public, State of Florida at Large

My commission number is: _____
My commission expires; _____



KIM EDGE
My Comm. Exp. 11/11/2000
Bonded By Service Ins
No. CC600058
 Personally Known Other I.D.