

TRANSMITTAL LETTER

PO0000104923

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

SUBJECT: Southeast Multimedia Services, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000003454590--5
-11/07/00--01028--001
*****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Jud Colley
Name (Printed or typed)
PO Box 9556
Address
Panama City Beach, FL. 32417
City, State & Zip
(850) 234-2773
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 NOV -7 PM 3:59
FILED

NOTE: Please provide the original and one copy of the articles.

Feb 11/8

ARTICLES OF INCORPORATION
OF
SOUTHEAST MULTIMEDIA SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of the corporation is SOUTHEAST MULTIMEDIA SERVICES, INC.

Article II - Address

The principal place of business for SOUTHEAST MULTIMEDIA SERVICES, INC. is 8317 Front Beach Road, Suite 23, Panama City, Florida 32407.

Article III - Capital Stock

This corporation is authorized to issue 7500 shares of One Dollar (\$1.00) par value common stock.

Article IV - Initial Registered Agent

The initial registered agent of this corporation at the above address is Jud Colley.

Article V - Incorporators

The names and addresses of the subscribers of these Articles are as follows:

Jud Colley
President

P.O. Box 9556
Panama City Beach, FL. 32407

Toni Davis
Secretary/Treasurer

P.O. Box 9556
Panama City Beach, FL. 32407

Article VI - Preemptive Rights

Every Shareholder, upon the sale for cash or any 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 the price at which it is offered to others.

Article VII - Initial Board of Directors

This corporation shall two (2) directors 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 (1). The names and addresses of the initial directors of this corporation are:

Jud Colley
President

P.O. Box 9556
Panama City Beach, Fl. 32407

Toni Davis
Secretary/Treasurer

P.O. Box 9556
Panama City Beach, Fl. 32407

Article VIII - Duration

This corporation shall exist perpetually, commencing with the date of filing with the Secretary of State.

Article IX - Purpose

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

Article X- By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders. By-Laws adopted by the shareholders may be repealed or changed only by the shareholders. By-Laws adopted by the Board of Directors may be repealed or changed by the Board of Directors or by the shareholders.

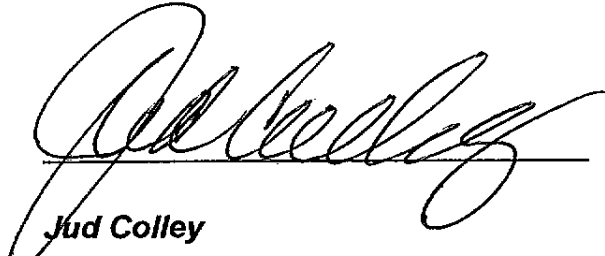
Article XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

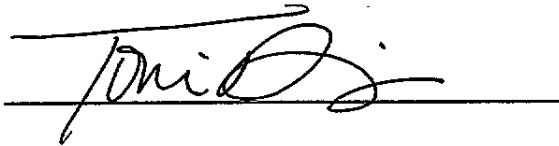
Article XII - Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in any manner and by way of any procedure provided by law.

IN WITNESS THEREOF, the undersigned subscribers have hereunto executed this Articles of Incorporation this _____ day of _____, 19_____.



Jud Colley



Toni Davis

STATE OF FLORIDA

COUNTY OF BAY

On this 1 day of November, ²⁰~~19~~00 before me the undersigned officer, personally appeared Jud Colley, President. Toni Davis, Secretary/Treasurer, known to me to be the persons whose names are subscribed to the within instrument, and acknowledges that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set me hand and official seal. *Shannon Pierce*

Shannon Pierce
My Commission CC785682
Expires October 25, 2002

NOTARY PUBLIC

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

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

First - That SOUTHEAST MULTIMEDIA SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Panama City, County of Bay, State of Florida, has named Jud Colley, located at 8317 Alternate Highway 98, Suite 23, City of Panama City, County of Bay, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Jud Colley

(Registered Agent)

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TALLAHASSEE, FLORIDA