

LAW OFFICES
MARY ANNE PHILIPS, P.A.
1721 S.E. 4TH AVENUE
FORT LAUDERDALE, FLORIDA 33316

(954) 523-0036
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MARY ANNE PHILIPS
CAROLE WOLF MILLER

JAMES PAUL ESPOSITO
MANAGER

PO1000022466

February 26, 2001

State of Florida
Attn: Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900003790079-3
-02/28/01--01096--012
*****70.00 *****70.00

Re: THE AD HANDLER, INC.

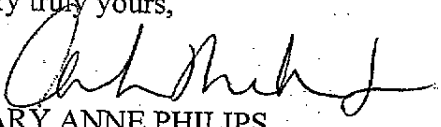
Dear Sir/Madam:

Enclosed please find two originals of the Articles of Incorporation along with a check in the amount of \$70.00, which is being filed on behalf of my client.

Please return directly to my attention the pertinent documentation with regard to the filing of these Articles of Incorporation. I have enclosed a self-addressed, stamped envelope for your convenience in doing so.

Thank you for your time and attention in this regard, and I remain,

Very truly yours,


MARY ANNE PHILIPS

MAP/cm
Enc.

FILED
01 FEB 28 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-2-01

ARTICLES OF INCORPORATION
OF
THE AD HANDLER, INC.

FILED
01 FEB 28 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, natural persons competent to contract, hereby associate ourselves together in order to form a corporation for purposes hereinafter stated, under and pursuant to the provisions of an act of the legislature of the State of Florida, approved June 1, 1925, and the acts amendatory thereto, do hereby subscribe to this Certificate of Incorporation.

ARTICLE I

The name of the Corporation is:

THE AD HANDLER, INC.

ARTICLE II

Nature of Business

The general nature of business to be transacted by the corporation is as follows:

Advertising, and to manufacture, purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise merchandise, other personal and real property of every class and description whatsoever. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said business, or commonly supplied or dealt in by persons engaged in any such business, or which may be capable of being profitably dealt with in connection with any of the said business.

To guarantee, acquire by purchase, subscription or otherwise hold for investment, or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guarantee or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at anytime owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement, or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts of things designed to accomplish any such purpose.

To acquire hold, own, dispose of any generally deal in grants, concessions, franchises, and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

To acquire in any manner, utilize, enjoy, hold, sell, assign, lease, mortgage or otherwise dispose of letters, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the corporation or any other corporation which this corporation may have an interest as a stockholder or otherwise. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed or in payment for property acquired, or for any of the objects of the business of the corporation; to secure the same by

mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property rights, privileges or franchises of the corporation, wheresoever situate, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, as now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge, or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject; however, to the provisions of Article Three or thereof.

To acquire by purchase, subscription or otherwise, and to own, hold, sell, vote and handle shares of stock in other corporation.

To have one or more offices conduct its business and promote the objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restrictions as to place or amount.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation and any amendment hereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects, or the furtherance of such business if similar in nature to the purposes and objects as set forth in this Certificate of Incorporation or any amendment hereof.

The following paragraphs shall be construed and enumerated both as objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III

Capital Stock

The amount of the total authorized capital stock of the corporation shall be one hundred (100) shares and Five Dollar (\$5.00) par value. The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation as shall be fixed by the Directors.

ARTICLE IV

Capital Stock

The amount of capital with which the corporation shall begin business shall not be less than Five Hundred Dollars and no/100 \$500.00).

ARTICLE V

Terms of Existence

The corporation shall have perpetual existence.

ARTICLE VI

Location

The Street, Address, City, County and State in which the principal office of the corporation is to be located is: 1450 Brickell Bay Drive, Unit 1002, Miami, Florida 33131.

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VII

Board of Directors

The Board of Directors shall consist of not less than one (1) nor more than three (3) directors.

The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VIII

Initial Directors

The names and post office addresses of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws and the Act of Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected, and shall have qualified are the following:

<u>Name</u>	<u>Address</u>
SEAN O'TOOLE	1450 Brickell Bay Drive Unit 1002 Miami, FL 33131

ARTICLE IX

The names and post office address of each subscriber of this Certificate of Incorporation and the number of shares of stock each subscriber agrees to take are as follows:

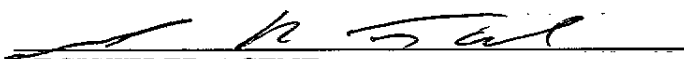
<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Cash Value Paid</u>
SEAN O'TOOLE	1450 Brickell Bay Drive Unit 1002 Miami, FL 33131	100	\$500

ARTICLE X

Registered Agent

The initial registered agent of this corporation shall be: SEAN O'TOOLE,

(Registered Agent) I hereby am familiar with and accept the duties and responsibilities of the registered agent of said corporation.


REGISTERED AGENT

ARTICLE XI

Effect Date

The Articles of Incorporation shall be effective upon filing with the Secretary of State, State of Florida.

ARTICLE XII

Shareholder's Agreement

The nature of the restrictions and agreements as to distribution of profits and capital, and the trading of stock and other covenants governing the business and conduct of the corporation are more fully described in that certain Stockholder's Agreement on file with the Secretary of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida,

this 21 day of December, 2000.

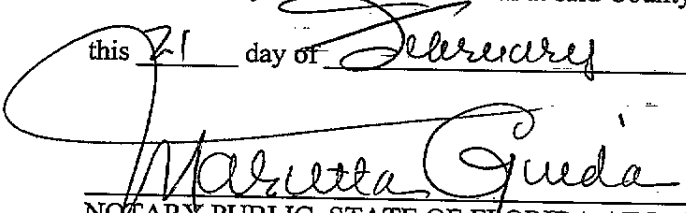

SEAN O'TOOLE, President

STATE OF FLORIDA
COUNTY OF BROWARD

BE IT ACKNOWLEDGED that on this day personally appeared before me, the undersigned Notary Public, in and for the State of Florida at large, SEAN O'TOOLE, subscriber to the foregoing Certificate of Incorporation, known to me, personally, to be such upon their respective oaths and simultaneously they acknowledged the said Certificate of Incorporation to be the act and deed of signers and the facts therein stated to be truly set forth.

WITNESS, my hand and official seal at said County and State,

this 21 day of December, 2001.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE



My Commission expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

That, **SEAN O'TOOLE, INC.,**

desiring to organize or qualify under the laws of the State of Florida, with it's
registered office located at 1450 Brickell Bay Drive, Unit 1002, Miami, FL 33131,
has named SEAN O'TOOLE, (Registered Resident Agent),
located at 1450 Brickell Bay Drive, Unit 1002, Miami, FL 33131.

FILED
01 FEB 28 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA