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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Account Name : GRIMES, GOEBEL, GRIMES & HAWKINS, P.A.
Account Number : 072460000742
Phone : (941)748-0151
Fax Number : (941)748-0158

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DIVISION OF CORPORATIONS
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FLORIDA PROFIT CORPORATION OR P.A.

Madison Ave. Advertising & Publishing, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

APR. 10. 2001 4:28PM

GRIMES, GOEBEL ET AL

NO. 5726

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ARTICLES OF INCORPORATION

OF

MADISON AVE. ADVERTISING & PUBLISHING, INC.

The undersigned Incorporator to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be MADISON AVE. ADVERTISING & PUBLISHING, INC.

The Principal office of this corporation shall be 339 Montgomery Ave., Sarasota, Florida 34243, and the mailing address shall be P.O. Box 2973, Sarasota, Florida 34230.

ARTICLE II. PURPOSE, NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted and carried on by the corporation is to engage in any lawful act and activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of the corporation shall be 1,000 shares of common stock having a nominal or par value of \$.10 per share.

ARTICLE IV. TERMS OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 339 Montgomery Ave., Sarasota, Florida 34243, and the initial registered agent at such address will be Richard Bergere. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Douglas A. Peebles, Esquire/FL Bar #050237
Grimes Goebel Grimes Hawkins & Gladfelter, P.A.
1023 Manatee Avenue West, Bradenton, Florida 34205
941-748-0151 Fax 941-748-0158
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ARTICLE VI. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Richard Bergere, whose address is 339 Montgomery Ave., Sarasota, Florida 34243.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of Directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The name of the initial Directors of this corporation and their street address is:

NameAddress

Richard Bergere

339 Montgomery Ave.
Sarasota, Florida 34243**ARTICLE IX. OFFICERS**

The executive officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.

IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes therein set forth.

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GRIMES, GOEBEL ET AL

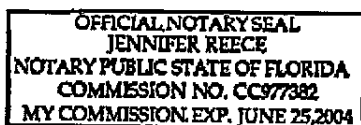
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R.M. Bergere
Richard Bergere, Incorporator

STATE OF FLORIDA)
COUNTY OF MANATEE)

The foregoing instrument was acknowledged before me this 4 day of April, 2001, by Richard Bergere who has produced FD B-5355658 identification or who is personally known to me.



Jennifer Reece
NOTARY PUBLIC

My Commission Expires:

7-25-04

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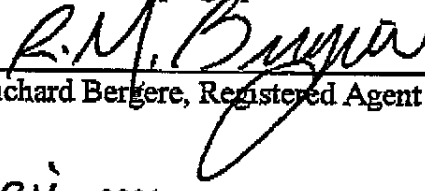
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT
UPON WHOM PROCESS MAY BE SERVED**

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

MADISON AVE. ADVERTISING & PUBLISHING, INC. desires to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 339 Montgomery Ave., Sarasota, Florida 34243, with Richard Bergere as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above- stated corporation, at the 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.


Richard Bergere, Registered Agent

DATED this the 4 day of APRIL, 2001.

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