

JUL 22 2002 18:35

CORPORATESERVICES

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Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : PAUL SMITH

Account Number : I20010000247

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Fax Number : (305) 532-0738

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

IN CONTROL MEDIA SYSTEMS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	103
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be :

IN CONTROL MEDIA SYSTEMS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is :

2458 36TH AVE. NORTH

ST. PETERSBURG, FL 33713

ARTICLE III PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock is:

1500 COMMON SHARES PAR VALUE \$.10

ARTICLE V INITIAL OFFICERS / DIRECTORS (optional)

The name(s), address(es), and title(s) of the directors and officers is:

Director, President :

JAMES DAVIS

2458 36TH AVE. NORTH

ST. PETERSBURG, FL 33713

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

JAMES DAVIS
2458 36TH AVE. NORTH
ST. PETERSBURG, FL 33713

ARTICLE VII INCORPORATOR

The name and Florida street address of the incorporator is:

JAMES DAVIS
2458 36TH AVE. NORTH
ST. PETERSBURG, FL 33713

ARTICLE VIII

No director or officer of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, provided, however, that the foregoing clause shall not apply to any liability of a director or officer (i) for any breach of the director's or officer's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director or officer derived an improper personal benefit. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advancement of attorney's fees and expenses to any person who is or was an officer or director of the Corporation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature / Registered Agent

7/22/02
Date


Signature/Incorporator

7/22/02
Date

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