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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

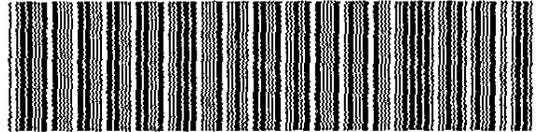
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TALLAHASSEE, FLORIDA

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J. ROBERT DUGGAN, P.A.

Attorney-at-law

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J. Robert Duggan

*A Member of
Howell, Taylor & Duggan, Attorneys
A Partnership of Professional Associations*

September 19, 2003

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Brown Spots, Inc.**

Dear Sir or Madam:

Please find enclosed the following documents pertaining to the above referenced:

1. Certificate of Domestication
2. Articles of Incorporation
3. Check in the amount of \$128.75 which covers the filing fee

Thank you for your attention to this matter.

Very truly yours,



J. Robert Duggan
Attorney at Law

JRD/kl

Enclosures

CERTIFICATE OF DOMESTICATION

The undersigned, ROBERT BROWN, President,
(Name) (Title)

of BROWN SPOTS, INC. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was August 24th, 1989.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Arkansas.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was BROWN SPOTS, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is BROWN SPOTS, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the State of Florida, pursuant to document number F00000000964 and the State of Arkansas
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of BROWN SPOTS, INC.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 19th day of September, 2003.


(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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ARTICLES OF INCORPORATION
OF
BROWN SPOTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

NAME: The name of this corporation is BROWN SPOTS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the 25th day
of September, 2003.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of participating in radio or media advertising, specifically in the creation of audio production services for clients, and for all other purposes allowed according to the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of (\$1.00) par value common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and initial principal office of this corporation is 3391 C.R. 513, Wildwood, Florida 34785 and the name of the initial registered agent of this corporation at that address is ROBERT BROWN. The mailing address of the corporation is 3391 C.R. 513, Wildwood, Florida 34785. The undersigned,

ROBERT BROWN, designated registered agent, hereby accepts that designation on behalf of the corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

ROBERT BROWN
3391 C.R. 513
Wildwood, Florida 34785

ARTICLE VIII. SUBSCRIBER

The name and address of the subscriber signing these articles is:

ROBERT BROWN
3391 C.R. 513
Wildwood, Florida 34785

ARTICLE IX. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless fifty-one percent (51%) of the Board of Directors of this corporation shall resolve to do so in a regular or special meeting at any time before or after the corporation has acted.

ARTICLE X. INDEMNIFICATION

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

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in

these articles of incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on the 19th day of September, 2003.

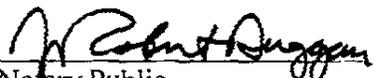

ROBERT BROWN

STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ROBERT BROWN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: personally known and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of September, 2003.


Notary Public
J. Robert DUGGAN
Printed Name

My Commission Expires:

(SEAL)



J. Robert Duggan
MY COMMISSION # DD210794 EXPIRES
June 12, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

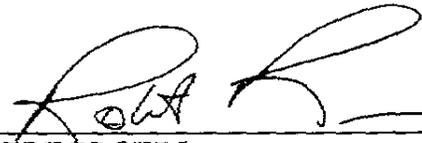
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITH THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

That BROWN SPOTS, 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 Wildwood, County of Sumter, State of Florida, has named ROBERT BROWN located at 3391 C.R. 513, Wildwood, Florida 34785, City of Wildwood, County of Lake, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: 
ROBERT BROWN
(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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