

INCORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
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CSC networks

P95000001832

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P.O. BOX 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000012

REFERENCE : 522094 10072A

AUTHORIZATION :

Patricia Fyfe

COST LIMIT : \$ 122.50

ORDER DATE : January 9, 1995

ORDER TIME : 8:38 AM

ORDER NO. : 522094

CUSTOMER NO: 10072A

RUSH WILL WAIT

CUSTOMER: Arthur Lambertus, Esq
LAMBERTUS & LAMBERTUS

Suite 604
2929 East Commercial Boulevard
Fort Lauderdale, FL 33308

DOMESTIC FILING

80000018321213

XXXX

P95000001832

NAME: SOURS, DANIELS & WALTERS, INC.

XXXXX ARTICLES OF INCORPORATION

____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY

____ PLAIN STAMPED COPY

____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
95 JAN -9 AM 11:10
TALLAHASSEE

Pat
1/13
2/1

**ARTICLES OF INCORPORATION
OF
SOURS, DANIELS & WALTERS, INC.**

FILED
95 JAN -9 AM 11:40
SECRET
TALLAHASSEE, FL 32304

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

NAME

The name of the corporation shall be SOURS, WALTERS & DANIELS, INC.
The principal office of the corporation is 835 SW 18 Street, Fort Lauderdale, FL 33315
and the mailing address of the corporation is 835 SW 18 Street, Fort Lauderdale, FL 33315.

DURATION

The term of existence is perpetual.

PURPOSE

The purposes for which the corporation is organized are:

To engage generally in the business of investing, managing, operating and dealing in and with the marketing and advertising services and related services and businesses.

To purchase, improve, develop, lease, exchange, sell, hold and otherwise deal in and turn to account both real and personal property of every kind and nature; and to purchase, lease, construct, manage, and operate buildings of every kind and character whatsoever; and to finance the purchase, improvement, development and any other disposition of land and buildings belonging to the corporation; and to manage, supervise,

lease, sublet, operate, control, and occupy buildings and properties of every kind.

To borrow and contract debts when necessary, convenient or incidental to the transaction of the corporation's business or in the exercise of its corporate rights and privileges, as it shall deem necessary and expedient, or for any other lawful purpose of its incorporation; and to issue and deal in bonds, notes, debentures, securities, or other evidences of indebtedness payable at a specified time and/or event, whether secured, for monies borrowed or in payment for property acquired or for any other lawful purpose of the corporation; and to secure the same by mortgage or deed of trust or pledge or other pledge or other lien upon any part or all of the property, privileges, rights or franchises of the corporation, wheresoever situate, acquired or to be acquired; and to confer upon the holder of such 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 upon such terms and conditions as shall be fixed by the Board of Directors; and to sell, pledge, or otherwise dispose of such debentures, bonds, notes, and obligations in such manner and upon such terms and conditions as the Board of Directors may deem judicious, subject to these Articles of Incorporation and the By-laws of the corporation and to law.

To purchase, hold, sell and reissue the shares of its own capital stock.

To apply for, acquire, buy, sell, assign, lease, pledge, mortgage or otherwise dispose of letters of patent of the United States or any foreign country, patent rights, licenses, privileges, inventions, trademarks, tradenames, and pending applications therefor.

To buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will and assets of any person, firm, association or corporation (either foreign or domestic).

To cause to be formed, to promote and aid in the formation of any corporation, either foreign or domestic, and for profit or non-profit, and to hold and dispose of capital stock in other companies or corporations.

To acquire, hold, own, dispose of and generally deal in concessions, grants, franchises, and contracts of every kind.

To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with, or auxiliary to, the foregoing business.

To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

The foregoing especially enumerated powers shall not be considered a limitation of powers, but shall be in addition to and cumulative with any and all present and future powers provided by law in the State of Florida and generally controlling inherent and vested powers and rights of corporations for profit.

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1000 shares and each share shall be the par value of \$1.00. The stock of this corporation shall be common stock and shall be fully paid and non-assessable. The

transfer or other disposal of stock of this corporation shall not be legal, valid or binding unless a record of such transfer or disposal is recorded in the books of the corporation.

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 835 SW 18 Street, Fort Lauderdale, FL 33315 and the name of the initial registered agent at that address is YVONNE SOURS.

BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors which shall consist of ONE (1) member or members; but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the By-Laws of the corporation. The members of the Board of Directors need not be stockholders of the corporation.

The name and mailing address of each initial member of the first Board of Directors who shall hold office until the first annual meeting or until such member's successor is elected and qualified, are set forth below:

NAME

ADDRESS

YVONNE SOURS

835 SW 18 Street
Fort Lauderdale, Florida 33315

INCORPORATOR

The name and mailing address of the Incorporator of the corporation is:

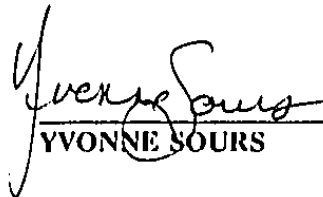
NAME

ADDRESS

YVONNE SOURS

835 SW 18 Street
Ft. Lauderdale, Florida 33315

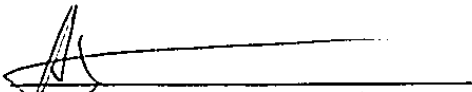
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 6th day of January, 1995.


YVONNE SOURS

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, YVONNE SOURS, who is personally known to me, and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed, and who did take an oath.

WITNESS my hand and official seal in the State of Florida this 6th day of January, 1995.


Notary Public, State of Florida
Printed Name: ARTHUR W. LAMBERTUS
My Commission Expires:



ARTHUR W. LAMBERTUS
MY COMMISSION # CC 192546 EXPIRES
May 2, 1998
BONDED THROUGH TROY FARM INSURANCE, INC.

RESIDENT AGENT DESIGNATION

FILED
95 JAN -2 PM 4:40

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 91, Florida Statutes, the following is submitted:

That **SOURS, DANIELS & WALTERS, INC.**, desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business at 835 SW 18
Street, Fort Lauderdale, Florida 33315 has named **YVONNE SOURS** located at 835 SW
18 Street, Fort Lauderdale, Florida 33315 as its agent to accept service of process within
Florida.

Having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, I hereby agree to act in this capacity; and I
further agree to comply with the provisions of all statutes relative to the proper and
complete performance of my duties.

INCORPORATOR:

Yvonne Sours

DATE:

January 6, 1995

RESIDENT AGENT:

Yvonne Sours

DATE:

January 6, 1995