

P95000003318

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW

230 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-9285

TELECOPIER (813) 223-8820

MAHLON H. BARLOW, III
JOHN R. BUSH
MARK A. COTTER
JAMES O. DAVIS, III
SAMUEL B. DOLCIMASCOLO
PATRICIA LABARTA DOUGLAS
WENDY V. E. ENGLAND
J. STEPHEN GARDNER
JOHN H. GIORDANO
JEFFREY P. GREENBERG
RICHARD B. HADLOW
LISA A. HOPPE

PAUL L. HUEY
DAVID M. JEFFRIES
CRAIG A. MINEGAR
CHRISTINE M. POLANS
JEREMY P. ROSS
JOHN P. RUDY, II
EDWARD O. SAVITZ
ALICIA J. SCHUMACHER
H. BRADLEY STAGGS
WANDY K. STERNB
JEFFREY W. WARREN
PAUL D. WATSON

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

Re: Action Cable Ads
Our File No. ACTA-1

0000001371664
01/05/95--01090--017
444122.50 444122.50

Gentlemen:

On behalf of our captioned client, I am forwarding an original and one copy of its Articles of Incorporation, together with our firm check in the amount of \$122.50 in payment of the following charges:

1. Fee for filing Articles of Incorporation
2. Fee for obtaining certified copy of Articles of Incorporation
3. Filing a certificate designating Registered Agent

FILED
95 JAN 2 2 15
\$35.00
\$2.50
\$35.00
\$122.50

I would appreciate having you file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter.

P95000003318

KANUT J. KHOSLA

JAN 06 1995

Yours truly,

Jeffrey P. Greenberg

JPG/kf
Enclosures

cc: Philip Africk

0068091.01

1-12-95
02/A
Note: The Articles must be signed in all appropriate spaces.

RECEIVED DATE
1-11-95



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 9, 1995

JEFFREY P. GREENBERG, ESQ.
BUSH ROSS GARDNER WARREN & RUDY, P.A.
220 SOUTH FRANKLIN ST.
TAMPA, FL 33602

SUBJECT: ACTION CABLE ADS
Ref. Number: W95000000458

We have received your document for ACTION CABLE ADS and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

THE ARTICLES MUST BE SIGNED IN ALL APPROPRIATE SPACES.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 495A00000757

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW
220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-9255

TELECOPIER (813) 223-9820

MAHLON H. BARLOW, III
JOHN A. BUSH
MARK A. COTTER
JAMES O. DAVIS, III
SAMUEL N. DOLCIMASCOLO
PATRICIA LABARTA DOUGLAS
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PAUL D. WATSON

VIA FEDERAL EXPRESS

January 11, 1995

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

Attn: Tim Murphy, Corporate Specialist

Re: Action Cable Ads, Inc.
Our File No. ACTA-1

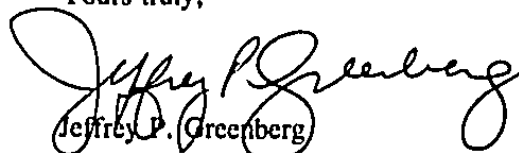
Dear Mr. Murphy:

As per your letter of January 9, 1995, we have corrected the Articles of Incorporation for the above-referenced company, and have enclosed an original and copy for filing.

Please make the effective date of this corporation January 12, 1995, which is the date you should receive this correspondence.

Please file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter.

Yours truly,


Jeffrey P. Greenberg

JPG/kf
Enclosures

cc: Philip Africk

0068091.01

ARTICLES OF INCORPORATION
OF
Action Cable Ads, Inc.

EFFECTIVE DATE
1-11-95

FILED
95 JAN 12 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Action Cable Ads, Inc. and its principal office and mailing address is 1881 N.E. 26th Street, Suite 237, Wilton Manors, FL 33305

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on the date of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$.01. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is Jeffrey P. Greenberg.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Address

Jeffrey P. Greenberg

220 South Franklin Street
Tampa, Florida 33602

ARTICLE VII

By-Laws

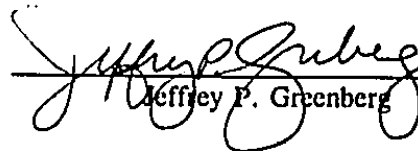
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 11th day of January, 1995.


 (SEAL)
Jeffrey P. Greenberg

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, Action Cable Ads, Inc., desiring to organize under the laws of the State of Florida, hereby designates Jeffrey P. Greenberg, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

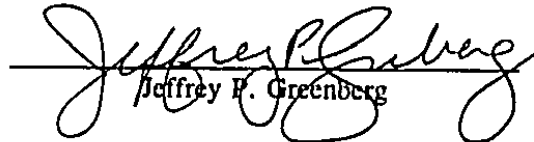
Action Cable Ads, Inc.

By


Jeffrey P. Greenberg, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.


Jeffrey P. Greenberg

FILED
95 JAN 12 PM 2 15
SECRET
TAMPA, FLORIDA