

(SAMPLE LETTER OF TRANSMITTAL)

P95000011433

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Comlink Narrowcast Systems
Re: International, Inc.
(name of corporation)

200001240682
08/01/94--01096--002
***122.50 ***122.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Mark T. Henderson
(individual's name)

Comlink Narrowcast Systems
International Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION

3571 "D" Road

Loxahatchee, Florida 33470

PHONE

(407) 791 9005
Area Code Number Ext.

H. SIMS FEB - 9 1995

W44-1688/

FILED
95 FEB - 3 1995
TALLAHASSEE, FLORIDA

32284/
Mark Henderson
AUTHORIZATION BY PHONE TO
COLLECT signatures
2/10/95 8-1-94
75
75.00



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 2, 1994

MARK P. HOUSTON
3571-D ROAD
LOXAHATCHEE, FL 33470

SUBJECT: COMLINK NARROWCAST SYSTEMS INTERNATIONAL INC.
Ref. Number: W94000016881

FILED
95 FEB -8 PM 8 59
TALLAHASSEE, FLORIDA

We have received your document for COMLINK NARROWCAST SYSTEMS INTERNATIONAL INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$652.50. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

In reviewing our records, we note there is a(n) COMLINK NARROWCAST SYSTEMS INC., Document number S76689, which was involuntarily or administratively dissolved.

Because of the similarities between the dissolved corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0120(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfilled and must request you reinstate the dissolved corporation by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$775.00, therefore, there is a balance of \$652.50 due. Add an additional \$8.75 for each certificate of status requested.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 994A00035378

ARTICLES OF INCORPORATION

of

Comlink Narrowcast Systems International Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Comlink Narrowcast Systems International Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Hundred shares (100) of One Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Mark P. Houston		
ADDRESS	3571 "D" Road		
CITY	Loxahatchee	FLORIDA	ZIP 33470

The principal office, if known, or the mailing address of the corporation is:

NAME	c/o Mark P. Houston		
ADDRESS	3571 "D" Road		
CITY	Loxahatchee	FLORIDA	ZIP 33470

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (-3-) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Mark P. Houston		
ADDRESS	3571 "D" Road		
CITY	Loxahatchee	STATE Florida	ZIP 33470
NAME	Jean Houston		
ADDRESS	3571 "D" Road		
CITY	Loxahatchee	STATE Florida	ZIP 33470
NAME	Henry W. Houston		
ADDRESS	2512 Pullins Drive		
CITY	Urbana	STATE Ohio	ZIP 43078

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Mark P. Houston		
ADDRESS	3571 "D" Road		
CITY	Loxahatchee	STATE	Florida
		ZIP	33470
NAME	Jean Houston		
ADDRESS	3571 "D" Road		
CITY	Loxahatchee	STATE	Florida
		ZIP	33470
NAME	Henry W. Houston		
ADDRESS	2512 Pullins Drive		
CITY	Urbana	STATE	Ohio
		ZIP	43078

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 27 day of July, 1994.

Mark P. Houston (Seal)
Jean Houston (Seal)
Henry W. Houston (Seal)

STATE OF FLORIDA

COUNTY OF _____) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

_____ Signature	_____ Form of Identification
_____ Signature	_____ Form of Identification
_____ Signature	_____ Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that _____ executed these Articles of Incorporation, that I relied upon the form _____ of identification of the above named person _____ as indicated opposite each name, and that an oath (was)(was not) taken.

NOTARY RUBBER STAMP SEAL

Witness my hand and official seal in the County and State last aforesaid this _____ day of _____, 19____.

Notary Signature

Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

Comlink Narrowcast Systems International Inc.
(name of corporation)

FILED
95 FEB -8 AM 8 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 3571 "D" Road

Loxahatchee, Florida 33470

has named Mark P Houston
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Mark P Houston
(registered agent)

P95000011433
FILED



95 NOV 30 AM 9 08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0721300000032

REFERENCE : 749634 86901D

AUTHORIZATION

Patricia Piquit
COST LIMIT : \$35.00

ORDER DATE : November 30, 1995

ORDER TIME : 11:56 AM

ORDER NO. : 749634

CUSTOMER NO: 86901D

CUSTOMER: Ms. Donna Joseph
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

DOMESTIC AMENDMENT FILING

NAME: COMLINK NARROWCAST SYSTEMS
INTERNATIONAL INC.

XXXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N. HENDRICKS DEC - 1 1995

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT

OF

COMLINK NARROWCAST SYSTEMS INTERNATIONAL INC.

FILED

95 NOV 30 AM 9 08

SECRET
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Amendment.

1. The name of the corporation is: Comlink Narrowcast Systems International Inc.

2. Article IV of the Articles of Incorporation of the corporation is hereby amended so as henceforth to read as follows:

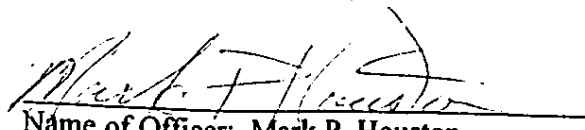
The corporation is authorized to issue ten million (10,000,000) shares of one ten thousandth dollar (\$.0001) par value Common Stock, which shall be designated "Common Shares."

3. The date of adoption of the aforesaid amendment was September 25, 1995.

4. The number of votes cast for the said amendment by the shareholders was sufficient for the approval thereof.

Executed on November 21, 1995

COMLINK NARROWCAST SYSTEMS
INTERNATIONAL INC.



Name of Officer: Mark P. Houston

Title of Officer: President