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CORPOR	.TION NAME(S)	æ	DOCUMENT	NUMBER(S)	(if known)
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٠	NEW FILINGS	AMENDMENTS	
F	Profit	Amendment	
. 1	NonProfit	Resignation of R.A., Officer/Director	
L.	Imited Liability	Change of Registered Agent	
C	Domestication	Dissolution/Withdrawal	
c	Other	Merger	

OTHER FILINGS		
	Annual Report	
	Fictitious Name	
	Name Reservation	

REGISTRATION/ QUALIFICATION		
Foreign		
Limited Partnership		
Reinstatement		
Trademark		
Other		

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Examiner's Initials

CR2E031(10/92)

### ARTICLES OF INCORPORATION OF OF ON A DITTER ASSETS ASSETS OF THE PROPERTY OF T

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FRANTEL INTERACTIVE COMMUNICATIONS, INC.

#### ARTICLE L NAME

The name of the corporation is FRANTEL INTERACTIVE COMMUNICATIONS, INC.

#### ARTICLE\_II\_PRINCIPAL\_OFFICE

The principal office of the Corporation is at 5820 N. Church Ave., Suite 102, Tampa, Florida, 33614

#### ARTICLE\_III\_REGISTERED\_AGENT

The registered agent for the Corporation is Doyal G. Bryant. The address to be used for service to the Corporation shall be 5820 N. Church Ave., Suite 102, Tampa, Florida, 33614.

#### ARTICLE IV INCORPORATORS

The name and address of the Incorporator is as follows:

Doyal G. Bryant

5820 N. Church Ave. Suite 102 Tampa, Florida 33614

#### ARTICLE V DURATION

The Corporation shall have perpetual existence.

#### ARTICLE\_VI\_PURPOSES

The purpose for which this Corporation is organized, is to perform advertising services, communication services and public relation services which are allowed under the laws of the State of Florida.

### ARTICLES OF INCORPORATION OF FRANTEL INTERACTIVE COMMUNICATIONS, INC.

#### ARTICLE\_VII\_POWERS

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where the Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

#### ARTICLE\_VIII\_CAPITAL.STOCK

- Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is One Thousand (1000).
- Section 2. Preemptive Rights. Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the corporation shall have any Preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such share: . or any warrants or other instruments evidencing rights or options to subscribe for, purchase, therwise acquire such shares.

#### ARTICLE IX COMMENCEMENT OF BUSINESS

The minimum amount of capital with which the Corporation will commence business is One Hundred Dollars (\$100.00)

## ARTICLES OF INCORPORATION OF FRANTEL INTERACTIVE COMMUNICATIONS, INC.

#### ARTICLE\_X\_INTERESTED\_DIRECTORS

No contract or transaction between this Corporation, any of its directors, or between this Corporation any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has direct or indirect intersect, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board, and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meting at which such ratification or approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or director's interest, be submitted for the approval of or ratification by the stockholders.

this 22	IN WITNESS WHEREOF, the undersigned have hereunto set his hand day of February, 1995.
	Doyal J. Bryant
	Doyal G. Bryan

I understand, accept and assume the duties and responsibilities of the position of the Registered Agent of the aforementioned Corporation.

Doyal G. Bryant

5820 N. Church Ave., Suite 102

Tampa, Florida 33614