

P450000 18537

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770

(((H95000002585))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TEL PROMOTIONS, INC.
FAX AUDIT NUMBER: H95000002585
DATE REQUESTED: 03/07/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 09:24:20
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000002585)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:01:

[Handwritten signature]

[Handwritten notes: Steps, page 1, 1195-44926]

FILED
95 MAR -7 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

20:01:07 2-11-95

HR-07-1995 12130 FROM EMPIME

TO

1904922-0000

P.01



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

March 7, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: TEL PROMOTIONS, INC.
REF: W95000004986

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PAGE 1 IS MISSING.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000002585
Letter Number: 495A00010100

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

March 7, 1995

EMPIRE CORPORATE KIT COMPANY
MIAMI, FL

SUBJECT: TEL PROMOTIONS, INC.
REF: H95000004986

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

You failed to make the correction(s) requested in our previous letter.
PAGE 1 IS MISSING.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000002585
Letter Number: 295A00010162

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

H 9500000 25 8 5

ARTICLES OF INCORPORATION

OF

TEL PROMOTIONS, INC.**ARTICLE I - NAME**

The name of the corporation is: TEL PROMOTIONS, INC.

ARTICLE II - DURATION

This corporation shall be perpetual commencing the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- a. Any and all lawful business.
- b. Pursue its purposes and business in any and all locations foreign and domestic.
- c. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- d. Buy and sell real and personal property of any nature whatsoever.
- e. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- f. Import and export wares, goods and merchandise of any nature whatsoever.
- g. Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- h. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.

This document prepared by/
Record and Return to:
L. GREGORY LOMAX, ESQUIRE
2875 South University Drive
Davis, Florida 33328
Telephone: (305) 243-9244
Florida Bar no: 922698

H 9500000 25 8 5

FILED
95 MAR -7 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(5)

i. Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.

j. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.

k. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

l. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporations.

m. Guarantee performance by any other person and/or entity.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock at ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business for TEL PROMOTIONS, INC. is: 1003 Northwest 32nd Street, Fort Lauderdale, Florida 33309.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is:

L. GREGORY TOOMAR, ESQUIRE
2875 South University Drive
Davie, Florida 33328
Telephone (305) 423-9244

INTENTIONALLY LEFT BLANK

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one (1). The name(s) and address(es) of the director(s) of this corporation are:

NAME

ADDRESS

Thomas E. Luckey

1003 Northwest 52nd Street
Fort Lauderdale, Florida 33309

ARTICLE VIII - INCORPORATOR

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

L. Gregory Loomar, Esquire
2875 South University Drive
Davie, Florida, 33328

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of March, 1995.

[Signature]
L. Gregory Loomar

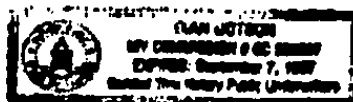
[Signature]
L. GREGORY LOOMAR, ESQUIRE

STATE OF FLORIDA

COUNTY OF BROWARD

ss.

The foregoing Articles of Incorporation were acknowledged before me this 31st day of March, 1995, by L. GREGORY LOOMAR, who is personally known to me and who did take an oath.



[Signature]
NOTARY PUBLIC - STATE OF FL
My Commission Expires: 12-7-97
My Commission Number: 22222

H 9500000 2585

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

.....

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

FIRST; That TEL PROMOTIONS, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Davie, Broward County, State of Florida, has named L. GREGORY LOMAR, ESQUIRE 2875 South University Drive, Davie, Florida as its registered agent to accept service of process within the State.

ACKNOWLEDGMENT

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


L. GREGORY LOMAR, ESQUIRE
REGISTERED AGENT

lmo\tel.aol

H 9500000 2585

FILED
95 MAR -7 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA