

ATM

CONSULTING SERVICES INC.

P95000026869

EFFECTIVE DATE

MAR 28 1995

March 28, 1995

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

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-03/31/95--01076--012
*****70.00 *****70.00

Gentlemen:

You will find enclosed copies of the Articles of Incorporation for UMSTEAD MEDIA, INC. Also enclosed is our check for Seventy(\$70.00) dollars to cover the filing fee costs.

Please return the completed paperwork if need be, to our P.O. Box 272699 Tampa, Fl 33688.

If you have any questions regarding the same, do not hesitate to contact me at (813)961-1765

APR 5 1995

BSB

Sincerely,

Robert L Voeltz
ATM Consulting Services, Inc.

Enclosures

FILED
MAR 31 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
UMSTEAD MEDIA, INC.

FILED

95 MAR 31 AM 9: 28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

EFFECTIVE DATE
MAR 28 1995

The name of this corporation is Umstead Media, Inc., and the place of business is 10103 Gulf Blvd Treasure Island, Fl 33706.

ARTICLE II

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of Ten Cents (0.10) par value common stock.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows: Ben Lee Umstead 10103 Gulf Blvd, Treasure Island, Fl 33706

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the director of this corporation is: Ben Lee Umstead 10103 Gulf Blvd Treasure Island, Fl 33706.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Ben Lee Umstead 10103 Gulf Blvd Treasure Island Fl 33706.

ARTICLE VIII

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.

ARTICLE IX

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

ARTICLE XI

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation. Articles of Incorporation, Continued

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

CUMULATIVE VOTING

In any selection of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by each shareholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that the notice shall be given by any shareholder to the President or Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

ARTICLE XIV

LONG - TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

IN WITNESS WHEREOF, the undersigned executes these Articles of
Incorporation this 28TH day of MARCH, 1995.

Ben Lee Umstead
Ben Lee Umstead, INCORPORATOR

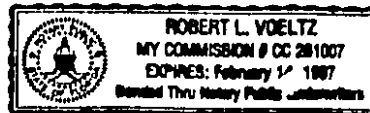
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Article of Incorporation were sworn to and
acknowledged before me this 28TH day of MARCH, 1995,
by _____, who is personally known to me or
who has produced _____ as identification.

Robert L Voeltz
Robert L Voeltz
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



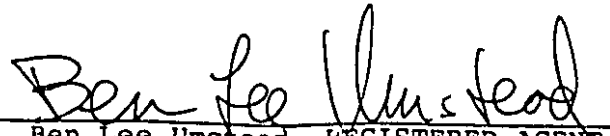
ACCEPTANCE AND ACKNOWLEDGMENT

FILED

55 MAR 31 AM 9:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I here by accept to act as Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligation of Florida Statute 607.325.


Ben Lee Umstead, REGISTERED AGENT