

P95000034737

MAILING ADDRESS:
POST OFFICE BOX 2231
TAMPA, FLORIDA 33601

LAW OFFICES OF
HILL, WARD & HENDERSON
PROFESSIONAL ASSOCIATION
SUITE 3700 - BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602

TELEPHONE (813) 221-3900
TELECOPIER (813) 221-2500

April 26, 1995

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: VICON INTERNATIONAL AD AGENCY, INC.
Our file number 91725-01

300001468653
-04/28/95--01092--019
*****70.00 *****70.00

Dear Madam or Sir:

Enclosed for filing please find an original and a copy of the Articles of Incorporation for the above named Florida corporation, and a check in the amount of \$70.00 to cover the cost of filing. We will not need a certified copy, but would appreciate a stamped copy to be returned to us.

If you have any questions, please do not hesitate to call me at (813) 227-8418. Thank you.

Sincerely,

Barbara A. Murphy
Barbara A. Murphy,
Legal Assistant

/bm
Enclosure
cc: Steve Colangelo

MAY 4 1995

FILED
CS APR 28 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
BSB

**ARTICLES OF INCORPORATION
OF
VICON INTERNATIONAL AD AGENCY, INC.**

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: VICON INTERNATIONAL AD AGENCY, INC.

ARTICLE II

Address

The address of the principal office and the mailing address of this corporation shall be: 2424 N. Federal Highway, Suite 250, Boca Raton, Florida 33431.

ARTICLE III

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE IV

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Prepared by: Barbara A. Murphy
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900

FILED
FEB 29 AM 9:25
SECRETARY OF STATE
TAMPA, FLORIDA

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suite 3700 - Barnett Plaza, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is DANIEL J. GIBBY. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Incorporators

The name and address of the incorporator of this corporation is as follows:

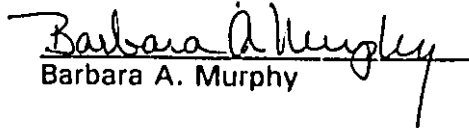
<u>Name</u>	<u>Address</u>
Barbara A. Murphy	101 East Kennedy Boulevard Suite 3700 - Barnett Plaza Tampa, Florida 33602

ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

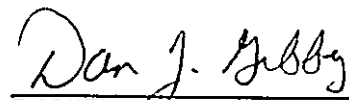
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


Barbara A. Murphy

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature


DANIEL J. GIBBY

Date:

4/25/95

P95000034737

City/State Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) 000001950040
-09/18/96--01026--000
2. _____ (Corporation Name) _____ (Document #) *****561.00 *****35.00
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A , Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

1a. The name of the corporation is: VICON ' AD AGENCY, INC.

1c. Date of incorporation: 4/28/95 Document number: 995000034737

Tampa, FL 33601

Boca Raton, FL 33432

(Date _____)

(Date)

(Capacity)