

P9500045758

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)
224-7000

RECEIVED
JUN 13 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

EFFECTIVE DATE

6-12-95

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

1. Wow Advertising, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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95 JUN 13 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Walk in Pick up time 1:00

Certified Copy

Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" 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

D. BROWN JUN 13 1995

Examiner's Initials

EFFECTIVE DATE
6-13-95

ARTICLES OF INCORPORATION
OF
WOW ADVERTISING, INC.

The undersigned, acting as incorporator of WOW ADVERTISING, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

WOW ADVERTISING, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

1517 Seventh Avenue, Suite E
Tampa, Florida 33605

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of execution of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1517 Seventh Avenue, Suite E, Tampa, Florida 33605, and the name of the corporation's initial registered agent at that address is Fulton Smith-Sykes.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Douglas Hardee	1517 Seventh Avenue, Suite E Tampa, Florida 33605
Carol Turley Cohen	1517 Seventh Avenue, Suite E Tampa, Florida 33605
Fulton Smith-Sykes	1517 Seventh Avenue, Suite E Tampa, Florida 33605

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Carol Turley Cohen	1517 Seventh Avenue, Suite E Tampa, Florida 33605

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

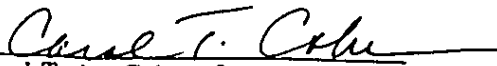
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 12th day of June, 1995.


Carol Turley Cohen, Incorporator

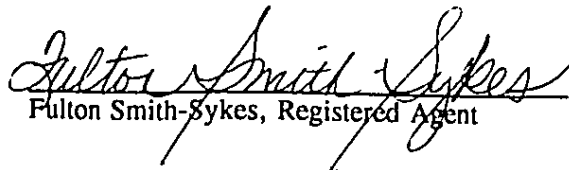
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That WOW ADVERTISING, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1517 Seventh Avenue, Suite E City of Tampa, State of Florida, has named Fulton Smith-Sykes, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.


Fulton Smith-Sykes, Registered Agent

TPA2-275595.1

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TALLAHASSEE, FLORIDA

P95000045758

WOW!

the creative solution

Fulton Smith-Sykes

Attention —

This should serve as
our formal dissolution
of Wow!

Thank you

3605 Jetton Ave. Tampa FL 33629 (813) 259-1311
1517 7th avenue suite C ybor city, Tampa, Florida 33605 - (813) 248-1747 - fax (813) 248-0939

Use Only

(number):

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of Status

96 OCT 10 AM 9:49

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DIVISION OF CORPORATION

validis

OCT 1 1996

	Trademark
	Other

Examiner's Initials

ARTICLES OF DISSOLUTION

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DIVISION OF CORPORATION
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Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: WOW ADVERTISING, INC.

SECOND: The date dissolution was authorized: 9/30/96

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

2

(voting group)

Signed this 1 day of October, 19 96.

Signature

Carol T. Cohen President

(By the Chairman or Vice Chairman of the Board, President, or other officer)

Carol T. Cohen

(Typed or printed name)

President

(Title)