

JUN-29-1995 12:12 FROM EMPIRE CORP. KIT TO 19049224888 P.81
6/29/95 FLORIDA DIVISION OF CORPORATIONS 12:12 AM
((H95000007281)) DOCUMENT NUMBER: 19049224888 BY FAX
TO: DIVISION OF CORPORATIONS RECOMMENDED BY FAX
DEPARTMENT OF STATE FROM: EMPIRE CORPORATION COMPANY
STATE OF FLORIDA 1401 TAVERNER
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770
((H95000007281)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BANNERCOM, INC.
FAX AUDIT NUMBER: H95000007281 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/29/1995 TIME REQUESTED: 12:12:28
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TALLAHASSEE, FLORIDA

FLORIDA DIVISION OF CORPORATIONS

95 JUN 29 PM 5:56

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JUN-29-1995 14:43 FROM EMPIRE CORP. KIT TO 19049224000 P.02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 JUN 29 PM 5:30
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ARTICLES OF INCORPORATION
OF
BANNERCOM, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: BANNERCOM, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: P.O. BOX 1010
FT. MCCOY FLORIDA 32134

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

1

RAY STORMONT
EMPIRE CORPORATE KIT COMPANY
1402 West Flagler Street # 200
Miami, Florida 33135-2209
(305) 541-3694

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 9607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

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To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 8607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$ 1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: JAMES F. STAHL
138 N. SWINTON AVE.
DELRAY BEACH FLORIDA 33444

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) whose to serve as an initial director(s) is:

MELINDA STAHL
P.O. BOX 1010
PT. MCCOY FLORIDA 32134

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TO

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ARTICLE VIII

The name and address of the incorporator executing these
Articles of Incorporation is:
EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 WEST FLAGLER STREET #200
MIAMI FLORIDA 33135

The undersigned has executed these Articles of Incorporation
this 29 day of JUNE, 1995.

Ray C. Stomont
Incorporator

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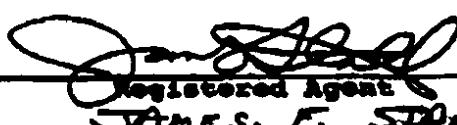
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that BANNERCOM, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of incorporation has named JAMES F. STAPL
(Name of Registered Agent)
located at DELRAY BEACH, County of PALM BEACH
(City) (County)
State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED 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


James F. Stapl
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 29 PM 5:39
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PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT

FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **P95000051025**

1. Corporation Name

BANNERCOM, INC.

Principal Place of Business

P.O. BOX 1010
FT. WOODS FL 33444

Mailing Address

P.O. BOX 1010
FT. WOODS FL 33444

2. New Principal Office Address, If Applicable
138 N. Swinton Ave

Suite, Apt. #, etc.

3. New Mailing Office Address, If Applicable

Same

4. City & State
Delray Beach FL
Zip **33444** County **Palm Bch**

City & State

Zip Country

5. Date Incorporated or Qualified
To Do Business in Florida

08/29/1986

6. FEI Number

59.332.23.10

7. Name and Street Address of Each Officer and/or Director. (Florida nonprofit corporations must list at least 3 directors)

1. Title(s)	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
D	STAHL, MELINDA	P.O. BOX 1010 138 N Swinton	FT. WOODS FL 33444 Delray Bch, FL 33444

8. Name and Address of Current Registered Agent

**STAHL, JAMES F
138 N. SWINTON AVE.
DELRAY BEACH FL 33444**

9. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number Is Not Acceptable)
Suite, Apt. #, Etc.
City State Zip Code
FL

CR-649 (7-96)

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of
Registered Agent

James F. Stahl

REGISTERED AGENT MUST SIGN

Date **11-5-96**

(See other side for information
on Intangible Tax.)

11. Does this corporation pay any intangible tax to the
Dept. of Revenue under S. 199.032, Florida Statutes. Yes No

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(l), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: *Melinda Stahl*

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

10-29-96

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Daytime Phone #

0000000 AF