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GRACE & COUSE, P.A.

ATTORNEYS AT LAW

941/334-0811

A. DOUGLAS GRACE, JR.
E. G. COUSE (1941-1994)

2135 COTTAGE STREET
FORT MYERS, FLORIDA 33901-3614

July 20, 1995

Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Incorporation of National Media Services Advertising, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation for the above-captioned corporation.

Please certify the Articles of Incorporation and forward same to this office.

I have enclosed my firm's check in the amount of \$122.50 to cover the filing fee, certified copy fee and registered agent fee for the corporation.

Thank you for your attention to this matter.

Sincerely,

GRACE & COUSE, P.A.

A. Douglas Grace, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

NMS:Sec-State.ltr

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****122.50 ****122.50

REGISTER JUL 26 1995

**ARTICLES OF INCORPORATION
OF
NATIONAL MEDIA SERVICES ADVERTISING, INC.**

The undersigned, hereby associate themselves for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of **NATIONAL MEDIA SERVICES ADVERTISING, INC.** and hereby set forth and declare:

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation shall be **NATIONAL MEDIA SERVICES ADVERTISING, INC.**

**ARTICLE II
EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transaction any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 500 shares of stock at \$1.00 par value, which shall be designated as "common stock." The corporation shall have only one class of stock.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial principal office of the corporation is 11605 Cleveland Avenue, Suite 18, Fort Myers, Florida 33908, and the name and address of the initial registered agent of this corporation is Thomas H. Chapman, 5091 Lexington Blvd., Fort Myers, Florida 33919.

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TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial board of directors are:

Thomas H. Chapman
5091 Lexington Blvd.
Fort Myers, FL 33919

John A. Curcio
15384 Fiddlesticks
Fort Myers, FL 33912

Theodore Johnston
1347 Wales Drive
Fort Myers, FL 33901

Robert C. Morris, Jr.
117 Greenwood Avenue
Lehigh Acres, FL 33936

ARTICLE VII
INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

Thomas H. Chapman
5091 Lexington Blvd.
Fort Myers, FL 33919

John A. Curcio
15384 Fiddlesticks
Fort Myers, FL 33912

Theodore Johnston
1347 Wales Drive
Fort Myers, FL 33901

Robert C. Morris, Jr.
117 Greenwood Avenue
Lehigh Acres, FL 33936

ARTICLE VIII
BY-LAWS

The By-Laws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE IX
AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all Shareholders of the corporation and all rights conferred upon the Board of Directors are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have set our hands and seals this 18 day of July, 1995.

Thomas H. Chapman
Thomas H. Chapman

Theodore Johnston
Theodore Johnston

John A. Curcio
John A. Curcio

Robert C. Morris, Jr.
Robert C. Morris, Jr.

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared THOMAS H. CHAPMAN, THEODORE JOHNSTON, JOHN A. CURCIO and ROBERT C. MORRIS, JR., who

✓ is personally known to me
_____ produced identification in the form of _____

and who acknowledged before me that they signed the foregoing Articles of Incorporation for the purposes therein expressed.

Sworn to before me this 18 day of July, 1995.

(SEAL)



MARY I. CARBONE
My Comm Exp. 6/12/99
Bonded By Service Ins
No. CC471028
My Comm Expires 6/12/99

Mary I. Carbone
Notary Public


MARY I CARBONE
(Printed Name of Notary Public)

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

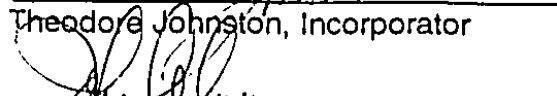
In compliance with Section 607.034, Florida Statutes, the following is submitted:


That NATIONAL MEDIA SERVICES ADVERTISING, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 11605 Cleveland Avenue, Suite 18, Fort Myers, Florida 33907, has named Thomas H. Chapman, 5091 Lexington Blvd., Fort Myers, FL 33919, as its agent to accept service of process within Florida.

Dated: July 18, 1995.


Thomas H. Chapman, Incorporator

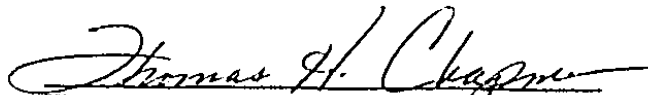

Theodore Johnston, Incorporator


John A. Curcio, Incorporator


Robert C. Morris, Jr., Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: July 18, 1995.


Thomas H. Chapman

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TALLAHASSEE, FLORIDA