

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 12 PM 12:41

Ritis Brothers, Inc.
661 Blanding Blvd., Suite 394
Orange Park, FL 32073

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Ritis Brothers, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:
661 Blanding Blvd., Suite 394
Orange Park, Florida 32073

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
Gary A. Bass
661 Blanding Blvd., Suite 394
Orange Park, Florida 32073

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be now or thereafter organized under the laws of the State of Florida.

ARTICLE VI

DESIGNATION OF BOARD OF DIRECTORS

The initial board of directors shall consist of two 2 members. The names and mailing addresses of the persons whom are to serve as directors:

NAME: Gary A. Bass
ADDRESS: 661 Blanding Blvd., Suite 394
Orange Park, FL 32073

NAME:
ADDRESS:

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Gary A. Bass
661 Blanding Blvd., Suite 394
Orange Park, FL 32073

The Undersigned Incorporator has executed these Articles of Incorporation this

11 day of January, 1996.

Gary A. Bass
INCORPORATOR (Signature)

STATE OF FLORIDA
COUNTY OF CLAY

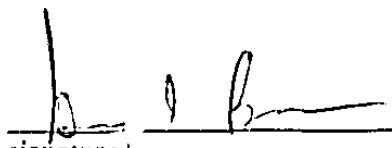
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

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.

1. The name of the corporation is: Stellar advertising Group Inc.
2. The name and address of the registered agent and office is:

Gary A. Bass
661 Blanding Blvd., Suite 394
Orange Park, Florida 32073

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 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

1-11-96
date

REC'D
JAN 12 1996
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