

1/25/98

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W. FLAGLER ST.
STATE OF FLORIDA SUITE 200
20 EAST GAINES STREET MIAMI FL 33133
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(((H96000001258))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AGE LEADS, INC.,

FAX AUDIT NUMBER: H96000001258

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DIVISION OF CORPORATIONS

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ACE LEADS, INC.

(NAME OF CORPORATION IN FULL)

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON COMPETENT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION IS:

ACE LEADS, INC.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS AS FOLLOWS: TO CONDUCT BUSINESS IN, HAVE ONE OR MORE OFFICES IN, AND BUY, HOLD, SELL, CONVEY, LEASE OR OTHERWISE DISPOSE OF PERSONAL AND REAL PROPERTY, INCLUDING FRANCHISES, TRADEMARKS, PATENTS, COPYRIGHTS, LICENSES, IN THE STATE OF FLORIDA AND OTHER STATES AND COUNTRIES.

TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL AND PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS, AND EXECUTE SUCH MORTGAGES, TRANSFERS OF CORPORATE PROPERTY, OF OTHER INSTRUMENTS, TO SECURE THE PAYMENT OF CORPORATE INDEBTEDNESS AS REQUIRED.

TO PURCHASE THE CORPORATE ASSETS OF ANY CORPORATION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.

TO GUARANTEE, PURCHASE, ENDORSE, PLEDGE, ACQUIRE OR DISPOSE OF THE SHARES OF CAPITAL STOCK OF, OR ANY BONDS, SECURITIES OR OTHER EVIDENCES OF DEBTNESS, CREATED BY ANY GOVERNMENT, AND WHILE OWNER OF SUCH STOCK, EXERCISE ALL OF THE RIGHTS, POWER AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.

SPECIFIC TYPE OF BUSINESS:

TO OPERATE IN THE INDUSTRY OF ADVERTISING AND MARKETING SERVICES, AND ANY OF THE SIDELINES THERETO, AND ANY OTHER BUSINESS THAT THE BOARD OF DIRECTORS MAY APPROVE OF FROM TIME TO TIME.

PREPARED BY: OTHEL TURNER & COMPANY, ACCOUNTANTS
3741 W BROWARD BLVD #201
FT LAUDERDALE, FL 33312
954-583-2205
OTHEL TURNER

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TALLAHASSEE, FLORIDA

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ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK OF THIS CORPORATION AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS FIVE HUNDRED (500) COMMON STOCK, WITH A \$1.00 PAR VALUE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE \$1.00.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS FIVE HUNDRED DOLLARS (500.00).

ARTICLE V

THE TERMS OF EXISTENCE OF THIS CORPORATION IS TO BE PERPETUAL.

ARTICLE VI

THE CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLE VII

THE INITIAL POST OFFICE ADDRESS OF THIS CORPORATION IS
3792 ATLANTA STREET
HOLLYWOOD, FL 33021
COUNTY OF FLORIDA. THE BOARD OF DIRECTORS, FROM TIME TO TIME,
MAY MOVE THE PRINCIPLE OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

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ARTICLE VIII

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

THOMAS CANNES	PRESIDENT
3792 ATLANTA STREET	
HOLLYWOOD, FL 33021	

THOMAS CANNES	V-PRESIDENT
3792 ATLANTA STREET	
HOLLYWOOD, FL 33021	

THOMAS CANNES	SECRETARY
3792 ATLANTA STREET	
HOLLYWOOD, FL 33021	

THOMAS CANNES	TREASURER
3792 ATLANTA STREET	
HOLLYWOOD, FL 33021	

ARTICLE IX

THE DIRECTORS OF THIS ARTICLE SHALL BE THE SUBSCRIBERS, AND ANY OTHER SUCH PERSONS AS MAY FROM TIME TO TIME BE ELECTED TO MEMBERSHIP BY THE DIRECTORS OF THE CORPORATION.

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ARTICLE X

THE NAMES AND POST OFFICE ADDRESS OF EACH OF THESE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION, THE NUMBER OF SHARES OF STOCK EACH AGREES TO TAKE AND THE VALUE OF CONSIDERATION THEREFORE (THE SUM OF WHICH VALUES IS NOT LESS THAN THE AMOUNT OF THE INITIAL CAPITAL SPECIFIED IN ARTICLE IV) ARE:

	SHARES	AMOUNT
THOMAS CANNES 3792 ATLANTA STREET HOLLYWOOD, FL 33021	500	\$500.00

ARTICLE XI

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

H 960 000 01258

CERTIFICATE DESIGNATING PLACE OF DOMICILE OR BUSINESS OF SERVICE
OF PROCESS IN THE STATE OF FLORIDA AND DESIGNATION OF RESIDENT
AGENT FOR SERVICE OF PROCESS.

IN PURSUANCE OF F. S. 48.091, THE FOLLOWING IS SUBMITTED IN
COMPLIANCE WITH SAID ACT:

THAT DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA
WITH THE FOLLOWING PERSON DESIGNATED AS AGENT TO ACCEPT SERVICE
OF PROCESS. OTHEL TURNER ADDRESS: 3741 W. BROWARD BLVD, SUITE
201, FORT LAUDERDALE, FLORIDA 33312

ACKNOWLEDGEMENT

HAVING BEEN NAMED BY THE ABOVE CORPORATION TO ACCEPT SERVICE OF
PROCESS DESIGNATED IN THE ABOVE CERTIFICATE, I HEREBY AGREE TO ACT
IN SAID CAPACITY AND TO COMPLY WITH THE PROVISIONS OF KEEPING
SAID OFFICE OPEN.

BY 

H 96000001258

(OFFICER'S SIGNATURES)

Th S. C.
(SIGNATURE)

(SIGNATURE)

(SIGNATURE)

(SIGNATURE)

STATE OF FLORIDA)
COUNTY OF BROWARD) ss

BEFORE ME, THE UNDERSIGNED AUTHORITY, DULY AUTHORIZED TO TAKE
OATHS AND RECEIVE ACKNOWLEDGEMENTS, PERSONALLY APPEARED
THOMAS GAMES TO ME THE PERSON(S) DESCRIBED AS SUBSCRIBER(S)
IN THE WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION.

WITNESS MY HAND AND SEAL THIS 25th DAY OF January, 1996

Elizabeth C. Foon

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE MY COMMISSION EXPIRES:



ELIZABETH C. FOON
My Comm Exp. 12/03/99
Bonded By Service Ins
No. CC314649
[[Fidelity & Guaranty]]

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FEB 19 96
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

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