

PIPER, ESTEVA, GREEN, KARVONEN & LEWIS

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(813) 821-6550
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HENRY ESTEVA
OF COUNSEL

January 8, 1996

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

Re: Landmark Advertising, Inc.
File No. L 260 G

Gentlemen:

Please find enclosed original Articles of Incorporation for the above-named corporation along with an original Certificate of Designation Registered Agent/Registered Office. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

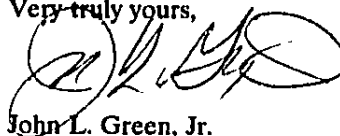
Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent Designation	35.00
Total	<u>\$ 122.50</u>

Please file the enclosed Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office and return a certified copy to the undersigned.

The name Landmark Advertising, Inc. has previously been reserved under reservation number R95000005755. We enclose a copy of your letter number 395A00054862 evidencing this fact.

Your prompt attention to this matter would be appreciated.

Very truly yours,


John L. Green, Jr.

JLG:ekg
Encs.

jlg\260corp.ltr

JAN 17 1996

BSB

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-01/11/96--01043--009
****122.50 ****122.50

W96-1221



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 20, 1995

CAPITAL CONNECTION, INC.
POST OFFICE BOX 10349
TALLAHASSEE, FL 32302

The name LANDMARK ADVERTISING, INC. has been reserved for 120 days beginning December 20, 1995. The reservation number is R95000005755 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 395A00054862



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1996

PIPER, ESTEVA, GREEN, KARVONEN & LEWIS
3637 FOURTH STREET NORTH
SUITE 410
ST. PETERSBURG, FL 33704

SUBJECT: LANDMARK ADVERTISING, INC.
Ref. Number: W96000001221

We have received your document for LANDMARK ADVERTISING, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 796A00002049

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HENRY ESTEVA
OF COUNSEL

January 30, 1996

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

Re: Landmark Advertising, Inc.
Your Reference No. W96000001221
Our File: L 260 G

Gentlemen:

In regard to the above corporation, we return herewith completed Articles of Incorporation, together with a copy of your letter number 796A00002049.

Very truly yours,



John L. Green, Jr.

JLG:ekg
Enc.

jlg\260ffa.ltr

ARTICLES OF INCORPORATION
OF
LANDMARK ADVERTISING, INC.

FILED
96 FEB - 1 PM 3:35
TALLAHASSEE STATE
JD FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of this Corporation is LANDMARK ADVERTISING, INC.
2. **Principal Office or Mailing Address.** The principal office or the mailing address of the Corporation is 2160 Tanglewood Way Northeast, St. Petersburg, Florida 33702.
3. **Existence and Duration.** This Corporation shall begin existence on the date the Articles of Incorporation are filed with the Florida Department of State and shall have perpetual existence.
4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. **Capital Stock.** The total number of shares of capital stock authorized to be issued by the Corporation shall be One Thousand (1,000) shares having a par value of One Dollar (\$1.00) per share. Each of the said shares of stock shall entitle the holder thereof to One (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.
6. **Initial Registered Office and Agent.** The address of the initial registered office of this Corporation is 2160 Tanglewood Way Northeast, St. Petersburg, Florida 33702, and the name of its initial registered agent at said address is JAMES J. DEGNAN, III.
7. **Initial Board of Directors.** This Corporation shall have Two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the Corporation in the manner provided by law, but shall never be less than One (1).

The name and address of the initial directors of this Corporation are:


<u>NAME</u>	<u>ADDRESS</u>
HEBER GONZALEZ	1743 Dorchester Road Clearwater, Florida 34624
JAMES J. DEGNAN, III.	2160 Tanglewood Way Northeast St. Petersburg, Florida 33702

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
JAMES J. DEGNAN, III.	2160 Tanglewood Way Northeast St. Petersburg, Florida 33702


9. **Amendment of Articles.** This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of December, 1995.


James J. Degnan, III, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation was acknowledged before me this 22nd day of December, 1995, by JAMES J. DEGNAN, III, who is personally known to me or who has produced his Florida driver's license as identification and who did take an oath.

Sign: 
Print: JOHN L. GREEN, JR.
Notary Public

State of Florida at Large
My commission expires:

jlgland.art




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.

1. The name of the corporation is **LANDMARK ADVERTISING, INC.**
2. The name and address of the registered agent and office is:

JAMES J. DEGNAN, III
2160 Tanglewood Way Northeast
St. Petersburg, Florida 33702



JAMES J. DEGNAN, III
Incorporator

December 22, 1995

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.



JAMES J. DEGNAN, III

December 22, 1995