

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE:

Impact Professional Publishing 96 FEB 2:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Capital Express™

Art. of Inc. File

Corp. Record Search

Ltd. Partnership File

Foreign Corp. File

() Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S -

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, _____ Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 8, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: IMPACT PROMOTIONAL PUBLISHING, INC.
Ref. Number: W96000002934

We have received your document for IMPACT PROMOTIONAL PUBLISHING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 796A00005580

Corrected

RECEIVED
96 FEB -8 PM 1:52
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

IMPACT PROMOTIONAL PUBLISHING, INC.

FILED
96 FEB -8 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: Impact Promotional Publishing, Inc.

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of doing business and mailing address of this corporation shall be:

Place of doing business:

1546 Main Street
Dunedin, FL 34698

Mailing Address:

1546 Main Street
Dunedin, FL 34698

ARTICLE III - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

(a) To acquire by purchase, lease, or otherwise acquire, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held, or occupied by the corporation,

buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To engage in the retail, wholesale and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

(c) To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) to enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including purchase of its own shares.

(h) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or

elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To engage in any and all lawful businesses, trades, occupations and professions.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV - CAPITAL STOCK

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

1,000

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Three Thousand Dollars (\$1000.00).

ARTICLE VI - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII - INITIAL REGISTERED AGENT

The Initial Registered Agent of this corporation is to be:

Capital Connection, Inc.
417 East Virginia Street, Suite 1
Tallahassee, FL 32301

ARTICLE VIII - DIRECTORS

The Corporation shall have the number of directors as shown below in Article VIII, initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Peter L. Klein
26 East Tenth Street
New York, New York 10003

Sarah A. Macario
560 Lakeview Drive
Palm Harbor, FL 34683

ARTICLE X - INCORPORATORS

The name and street address of the Incorporators of these Articles of Incorporation are as follows:

Sarah A. Macario
560 Lakeview Drive
Palm Harbor, FL 34683

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's Office.

ARTICLE XII - AMENDMENT

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, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - MISCELLANEOUS PROVISIONS

It is the intention of the incorporators of this corporation that the first Board of Directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to

individuals for loss on stock of a "small business corporation" which qualifies under the code.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida on the date below written.

Date: 2/7/96

Sarah A. Macario
Sarah A. Macario

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me personally appeared the above-named person(s) to me well known to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purpose therein expressed.

The foregoing instrument was acknowledged before me this the 7th day of February, 1996 by Sarah A. Macario who produced FCOL 11260-781-48-517-0 as identification and who did take an oath.



ANTHONY G. BOSSONE
My Commission CO403088
Expires Aug. 24, 1998
Bonded by HAI
800-422-1555

Anthony G. Bossone
NOTARY PUBLIC

Anthony G. Bossone

IMPACT PROMOTIONAL PUBLISHING, INC.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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 IMPACT PROMOTIONAL PUBLISHING, INC.

2. The name and physical address of the Registered Agent and office is:

Capital Connection, Inc.
417 East Virginia Street, Suite 1
Tallahassee, FL 32301

Sarah A. Macario
Sarah A. Macario
560 Lakeview Drive
Palm Harbor, FL 34683
Date: February 7, 1996

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this the 7th day of February, 1996, by Sarah A. Macario who produced FDL# M260-781-48-517-0 as identification and who did take an oath.

Anthony G. Bossone
Notary Public
Anthony G. Bossone

My Commission expires:



ANTHONY G. BOSSONE
My Commission CO403002
Expires Aug. 24, 1998
Bonded by HAI
800-422-1886

FILED

96 FEB -8 PM 2:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

1. The name of the corporation is IMPACT PROMOTIONAL PUBLISHING, INC.

2. The name and address of the registered agent and office is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

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.

"Capital Connection, Inc. by Kim Crosson, Client Representative"

Kim Crosson