

STEPHEN W. BEIK

PROFESSIONAL ASSOCIATION 1101 N. LAKE DESTINY DRIVE, SUITE MAITLAND, FLORIDA 32751

> TELEPHONE (407) 078-0999 FACSIMILE (407) 075-0515

January 30, 1996

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

Re:

ADVERTISING PLUS File No. 099571

Gentlemen:

2000001707102 -02/06/96--01023--013 ****122.50 ****122.50

Enclosed are an original and one copy of the Articles of Incorporation for the abovecaptioned corporation and a check in the amount of \$122.50 for your fee. Please furnish a stamped copy of the Articles of Incorporation to me upon filing. In addition, I have enclosed a Certificate of Designation of Registered Agent.

In the event you have any questions, please do not hesitate to contact me.

Sincerely,

Stephen W. Beik

SWB:so Enclosures

ARTICLES OF INCORPORATION OF ADVERTISING PLUS, INC.

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The undersigned, desiring to form a corporation under the OF STATE laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I - NAME

The name of this corporation is ADVERTISING PLUS, INC ..

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing the 1st day of February, 1996.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of common stock, each having \$1.00, which shall be designated common shares.

ARTICLE V - ADDRESS

The initial address of the registered office and principal address of this corporation is 455 Douglas Ave., Suite 2255-A, Altamonte Springs, FL 32714, and the name of the initial registered agent of this corporation at that address is Patrick W. Theriault, Jr.

ARTICLE VI - DIRECTORS

This corporation shall have two directors initially. The number of directors may either increase or diminish from time to time in accordance with the by-laws but shall never be less than one (1). The name and address of the initial directors of this corporation:

ARTICLE VII - SUBSCRIBERS

The names of the subscribers of these Articles of
Incorporation and a statement as to the number of shares of stock
which they agree to take is as follows:

Patrick W. Theriault, Jr. 125

Judith Anne Theriault 125

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX - DIRECTORS COMPENSATION

The Shareholders of this corporation shall have the exclusive authority to fix the compensation of the Directors of this corporation.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Patrick W. Theriault, Jr, 455 Douglas Ave., Suite 2255-A, Altamonte Springs, FL 32714.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th of January, 1996.

Patrick W. Theriault, Jr.

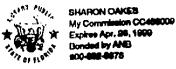
STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on this 26th day of January, 1996, by Patrick W. Theriault, Jr., () who is personally known to me or () who has produced as identification.

Name:

Commission No:

My Commission Expires:



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SLOKE WAY OF STATE TALLAHASSEE FLORIDA

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: ADVERTISING PLUS, INC.
- The name and address of the registered agent is: Patrick W. Theriault, Jr., 455 Douglas Ave., Suite 2255-A, Altamonte Springs, FL 32714.

Patrick W. Theriault, Jr.

Title: President

Date: 1/26/96

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.

Patrick W. Theriault, Jr.

DATE:

1/26,96

16000012482 ADVERTISING PLUS City/State/Zip Phone # Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1. (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Pick up time Certified Copy Mail out Photocopy Certificate of Status ₩ill wait NEW FILINGS AMENDMENTS Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger OTHER FIL NGS REGISTRATION/ QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Other

Examiner's Initials

ARTICLES OF DISSOLUTION

Pursuant to section 607, 1403, Florida Statutes, this Florida profit corporation submits the following crticles of dissolution:

FIRST:	The name of the corporation is: Advertising Plus, Inc.
SECOND:	The date dissolution was authorized: 12/31/96
THIRD:	Adoption of Dissolution (CHECK ONE)
	olution was approved by the shareholders. The number of votes cast for dissolution sufficient for approval.
Diss	olution was approved by vote of the shareholders through voting groups.
1 e	The following statement must be separately provided for each voting group ALETARY OF THE NAME OF THE PROPERTY
	(voting group)
Signe	ed this 31 st day of December , 19 96.
Signature	
	(By the Chairman or Vice Chatriman of the Board, President, or other officer) PATRICK W. THERIAULT, TR. (Typed or printed name)
	PRESIDENT (Title)