

Feb. 16 1996 3:39PM TRIPP SCOTT CONKLIN
2/16/96

No. 3256 P. 1/5

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: TRIPP, SCOTT, CONKLIN & SMITH
DEPARTMENT OF STATE P.O. BOX 14245
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FT. LAUDERDALE FL 33302-0000
FAX: (904) 922-4000 CONTACT: PATTY SCHLINDWEIN
PHONE: (305) 525-7500
FAX: (305) 728-9236

((H96000002318)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ON-HOLD ADVERTISING, INC.
FAX AUDIT NUMBER: H96000002318
DATE REQUESTED: 02/16/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 12:20:14
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 075350000065

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((H96000002318))

** ENTER 'M' FOR MENU. **

ENTER/SELECTION AND <CR>FLORIDA DIVISION OF CORPORATIONS

12:20 PM

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** INVALID SELECTION...PLEASE RE-ENTER **

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12:20 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

1. ENTER PASSWORD
2. REQUEST COR ELECTRONIC FILING
3. REQUEST COR ELECTRONIC CERTIFICATE
4. ALTER DEFAULTS FOR THIS SESSION
5. RESTORE ORIGINAL DEFAULTS
6. COR ELECTRONIC FILING INQUIRY MENU
7. UCC ELECTRONIC FILING MENU
8. PARTNERSHIP ELECTRONIC FILING MENU
9. RETURN TO MAIN MENU

--KEY--
PASSWORD/NEWPASSWORD
DOCUMENT TYPE
CORPORATE DOCUMENT NUMBER
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***

--- CURRENT DEFAULTS ---

RECEIVED

Feb. 16. 1996 3:39PM TRIPP SCOTT CONKLIN

No. 3256000P. 2/5



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 14, 1996

PATTY SCHLINDWEIN
TRIPP, SCOTT, CONKLIN & SMITH
P.O. BOX 14245
FT. LAUDERDALE, FL 33302

The name ON-HOLD ADVERTISING, INC. has been reserved for 120 days beginning February 14, 1996. The reservation number is R96000000786 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

Becky McKnight

Letter number: 596A00006437

**ARTICLES OF INCORPORATION
OF
ON-HOLD ADVERTISING, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

On-Hold Advertising, Inc.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

110 Tower, Twenty Eighth Floor
110 Southeast Sixth Street
Fort Lauderdale, Florida 33301

Prepared by:

Eric Kabot, Esq.
Bar No. 0980544
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Ft. Lauderdale, FL 33302
(305)525-7500

FILED
95 FEB 19 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Norman D. Tripp
110 Tower, Twenty Eighth Floor
110 Southeast Sixth Street
Fort Lauderdale, Florida 33301

**ARTICLE VI
PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator is:

Eric H. Kabot
c/o Tripp, Scott, Conklin & Smith
110 Tower, Twenty Eighth Floor
110 Southeast Sixth Street
Fort Lauderdale, Florida 33301

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and address of the initial Director of this corporation is

Norman D. Tripp
110 Tower, Twenty Eighth Floor
110 Southeast Sixth Street
Fort Lauderdale, Florida 33301

Prepared by:

Eric Kabot, Esq.
Bar No. 0980344
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Ft. Lauderdale, FL 33302
(305)525-7500

**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 16 day of February, 1996.


Eric H. Kabot
Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Norman C. Tripp
Registered Agent

FILED
95 FEB 19 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by:

Eric Kabot, Esq.
Bar No. 0780544
Tripp, Scott, Conklin & Smith
P.O. Box 14243
141 Lunderdale, FL 33302
(305)525-7500

796000015095

TO: DIVISION OF CORPORATIONS FROM: TRIPP, SCOTT, CONKLIN & SMITH
DEPARTMENT OF STATE P.O. BOX 14245
STATE OF FLORIDA
409 EAST GAINES STREET FT. LAUDERDALE FL 33302-0000
TALLAHASSEE, FL 32399 CONTACT: PATTY SCHLINDWEIN
FAX: (904) 922-4000 PHONE: (305) 626-7500
FAX: (305) 728-9230

DOCUMENT TYPE: BASIC AMENDMENT
NAME: ON-HOLD ADVERTISING, INC.
FAX AUDIT NUMBER: H96000008541 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/18/1996 TIME REQUESTED: 16:19:48
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 1 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 075350000085

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(((H96000008541)))

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96 JUN 19 AM 9:39
TALLAHASSEE, FLORIDA

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96 JUN 19 AM 7:52

JUN. 18. 1996 4:33PM TRIPP SCOTT CONKLIN

No. 9220 P. 2/3



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
96 JUN 19 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 24, 1996

PATTY SCHLINDWEIN
TRIPP, SCOTT, CONKLIN & SMITH
P.O. BOX 14245
FT. LAUDERDALE, FL 33302

The name EDWIN TECHNOLOGIES, INC. has been reserved for 120 days beginning May 24, 1996. The reservation number is R96000002631 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.

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

Neyssa Culligan

Letter number: 596A00026079

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ON-HOLD ADVERTISING, INC.**

FILED
96 JUN 19 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of On-Hold Advertising, Inc., a Florida corporation (the "Corporation"), filed with the Department of State on February 19, 1996, Charter Number P96000015095 be, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

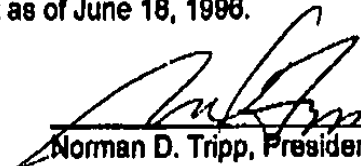
ARTICLE I

The name of the Corporation is:

Edwin Technologies, Inc.

The foregoing amendment was adopted by a Corporate Action by the sole Director and the sole shareholder of this Corporation, dated June 18, 1996.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of June 18, 1996.


Norman D. Tripp, President

Prepared by:

Eric H. Kobot
Bar No. 0930544
Tripp, Scott, Conklin & Smith
P.O. Box 14245
FL Lauderdale, FL 33302
(305) 225-7500