

JAN 24 '96 04:45PM

P.10/12

**P96000015448**

**TRANSMITTAL LETTER**

**FILED**  
96 FEB 19 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TO: Qualification/Tax Lien Section  
Division of Corporations**

**SUBJECT: ECO-ADS FLORIDA, INC**  
(Name of corporation - must include suffix)

**Dear Sir or Madam:**

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following: 400001718424  
-02/20/96--01001--005  
\*\*\*\*131.25 \*\*\*\*131.25

Edward St-Clair

(Name of Person)

ECO-ADS ENTERPRISES INC

(Firm/Company)

1155 René Lévesque Blvd. West, Suite 2650

(Address)

Montreal, Québec H3B 4S5 CANADA

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

EDWARD ST-CLAIR

(Name of Person)

at ( 514 ) 875-4988  
(Area Code & Daytime Telephone Number)

**COURIER ADDRESS:**

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

WILL  
WAIT

D. BROWN FEB 19 1996

## ARTICLES OF INCORPORATION

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be:

ECO-ADS FLORIDA, INC

### ARTICLE II PRINCIPAL OFFICE

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

1730 Armistead Place

Tallahassee, FL 32312

FILED  
96 FEB 19 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE III SHARES

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

The aggregate number of shares which the corporation shall have authority to issue is ONE MILLION (1,000,000) shares, and the par value of each of such shares shall be one hundredth of a cent (\$0.001). All such shares shall be of one class and shall be designated as common stock. No shareholder shall have a preemptive right to acquire any shares or securities of any class, whether now or hereafter authorized, which may at any time be issued, sold or offered for sale by the Corporation.

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

J. Christian MEFFERT  
1730 Armistead Place  
Tallahassee, FL 32312

**ARTICLE V INCORPORATOR(S)**

**See instructions for officers/directors**

**The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):**

EDWARD ST-CLAIR, 1155 René Lévesque Blvd., West, Suite 2650, Montreal, Québec  
Canada H3B 4S5

**The undersigned incorporator(s) has(have) executed these Articles of Incorporation this**

29th day of January, 1996.



Edward St-Clair

Signature

Signature

Signature

**NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.**

**CERTIFICATE OF DESIGNATION OF  
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: ECO-ADS FLORIDA, INC

2. The name and address of the registered agent and office is:

J. Christian MEFFERT  
(NAME)

1730 Armistead Place

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee, Fl. 32312

(CITY/STATE/ZIP)

FILED  
56 FEB 19 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.*

  
(SIGNATURE)

J. Christian Meffert

January 31st, 1996

(DATE)

**DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314**