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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ADNET, INC.
FAX AUDIT NUMBER: H96000002911
DATE REQUESTED: 02/29/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50

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ARTICLES OF INCORPORATION

of

ADNET, INC.

ARTICLE I - Name

The name of the corporation is:

AdNet, Inc.

ARTICLE II - Duration

This corporation shall exist perpetually, commencing on the date of incorporation.

ARTICLE III - Purpose

The nature of the business or purposes to be conducted or promoted are: to manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles of property of all kinds; to render services of all kinds and to engage in any lawful act or activity permitted by the laws of the United States or for which corporations may be organized under the Corporation Law of the State of Florida.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 7,500 share of \$1.00 par value stock, which shall be designated common shares.

ARTICLE V - Address

The post office address of the place at which the principal office of the corporation in this state will be located is:

1501 E. Hallandale Beach Blvd.

#292

Hallandale, Florida 33009

Richard K. Inglis, Esquire
2455 E. Sunrise Blvd., #320
Fort Lauderdale, FL 33304
Telephone: 305-565-1977
Florida Bar No.: 119113

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ARTICLE VI - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

James H. Hanchard
1501 E. Hallandale Beach Blvd.
#292
Hallandale, Florida 33009

Sandra J. Hanchard
1501 E. Hallandale Beach Blvd.
#292
Hallandale, Florida 33009

ARTICLE VII - Alteration of By-Laws

The power to alter, amend or repeal the By-Laws or to adopt new By-Laws shall be vested in the Board of Directors; provided, however, that any By-Law or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by a vote of the shareholders entitled to vote for the election of directors, or a new By-Law in lieu thereof may be adopted by vote of such shareholders. No By-Law which has been altered, amended, or adopted by such a vote of the shareholders may be altered, amended or repealed by vote of the directors until two (2) years shall have expired since such action by vote of such shareholders.

ARTICLE VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

James H. Hanchard
1501 E. Hallandale Beach Blvd.
#292
Hallandale, Florida 33009

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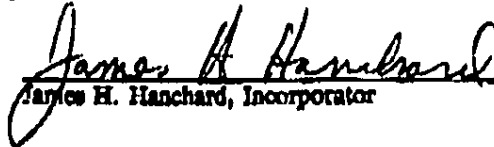
ARTICLE IX - Indemnification

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

ARTICLE X - Registered Agent

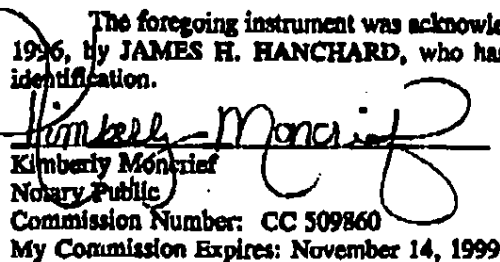
The corporation designates Richard K. Inglis, Esquire, located at Suite 320, International Building, 2455 East Sunrise Boulevard, Fort Lauderdale, Florida 33304 as its agent to accept service of process within this State pursuant to Chapter 48.091, Florida Statutes.

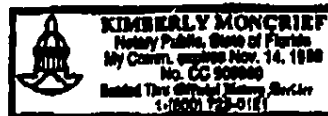
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 29th day of February, 1996.


James H. Hanchard, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 29th day of February, 1996, by JAMES H. HANCHARD, who has produced a Florida Driver's License as identification.


Kimberly Moncrief
Notary Public
Commission Number: CC 509860
My Commission Expires: November 14, 1999



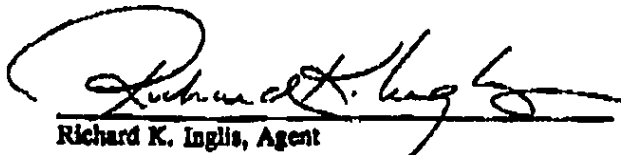
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that Auliet, Inc., desiring to organize under the laws of the State of Florida, with its principal address indicated in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward, State of Florida, has named Richard K. Inglis, Esquire located at Suite 320, International Building, 2455 East Sunrise Boulevard, Fort Lauderdale, Florida 33304 as its agent to accept service of process within this State.


Richard K. Inglis, Agent

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CLERK OF DISTRICT COURT
NORTH DAVENPORT, IOWA