

(SAMPLE LETTER OF TRANSMITTAL)

P96000021196

Date

FILED
53 MAR -5 AM 8:44
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Advantage One Promotion Inc.
(name of corporation)

000001733550
-03/06/96--01014--012
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Richard C. Fox Jr.
(individual's name)
Richard C. Fox Jr.

Advantage One Promotion Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
478 E. A Hamonte Dr. STE. 10833A		
Altamonte Springs, FL 32701		
PHONE		
(407) 893-2968		
Area Code	Number	Ext.

R. CHESSEY MAR 8 1996

ARTICLES OF INCORPORATION

Advantage One Promotion Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Advantage One Promotion Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of one dollar Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>Richard C. Fox JR</u>		
ADDRESS	<u>478 E. Altamonte DR. STE 108334</u>		
CITY	<u>Altamonte Springs</u>	FLORIDA	ZIP <u>32701</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Richard C. Fox JR</u>		
ADDRESS	<u>478 E. Altamonte DR. STE 108334</u>		
CITY	<u>Altamonte Springs</u>	FLORIDA	ZIP <u>32701</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Richard C. Fox JR</u>		
ADDRESS	<u>P.O. Box 2052</u>		
CITY	<u>Longwood</u>	STATE <u>FL.</u>	ZIP <u>32752</u>
NAME	<u>Richard C. Fox SR</u>		
ADDRESS	<u>P.O. Box 1565</u>		
CITY	<u>Maitland</u>	STATE <u>FL.</u>	ZIP <u>32794</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII • INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Richard C. Fox JR	
ADDRESS	P.O. Box 2052	
CITY	Longwood	STATE FL ZIP 32752
NAME	Richard C. Fox SR	
ADDRESS	P.O. Box 1565	
CITY	Maitland	STATE FL ZIP 32794
NAME		
ADDRESS		
CITY		STATE ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 4th day of March, 1996.

_____ (Seal)
 _____ (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Advantage One Promotion Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 478 E. Altamonte DR STE 108334
Altamonte Springs, FL 32701

has named Richard C. Fox JR

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

RECEIVED
TALLAHASSEE, FLORIDA

56 MAR -5 AM 8:45

FILED

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Richard C. Fox JR
(registered agent)