

MAR.-14-96 (WED) 16:10 MACFARLANE AUSLEY

TEL: 813 273-4396

P. 101

3/1/96

DIVISION OF CORPORATIONS

3:36 PM

((H96000003683))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: MACFARLANE AUSLEY FERGUSON & MCMULLEN  
111 MADISON ST  
PO BOX 1531 SUITE 2300  
TAMPA FL 33602-0000

FAX: (904) 922-4000

CONTACT: ROHALYN D GIBBS

PHONE: (813) 273-4261

FAX: (813) 273-4396

((H96000003683))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DIRECT RADIO NETWORK OF AMERICA, INC.

FAX AUDIT NUMBER: H96000003683

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/14/1996

TIME REQUESTED: 15:36:23

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 076077001654

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000003683))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

EFFECTIVE DATE  
3-14-96

FILED  
96 MAR 15 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3/15

844313 01000000

00000000

**FAX AUDIT NO.: H96-3683**

**ARTICLES OF INCORPORATION  
OF  
DIRECT RADIO NETWORK OF AMERICA, INC.**

---

FILED  
96 MAR 15 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.*

**ARTICLE I**

**NAME**

*The name of this corporation is **DIRECT RADIO NETWORK OF AMERICA, INC.***

**ARTICLE II**

**PRINCIPAL OFFICE/MAILING ADDRESS**

*The street address of the principal office/ mailing address of the Corporation is 2502 North Rocky Point Drive, Suite 1030, Tampa, Florida 33607.*

**ARTICLE III**

**COMMENCEMENT OF CORPORATE EXISTENCE**

*The Corporation's existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.*

**NAME: DAVID M. BOGGS  
ADDRESS: 111 Madison Street  
Tampa, Florida 33602  
TELEPHONE NO.: 813-273-4200  
FAX AUDIT NO.: H96-3683  
FLORIDA BAR NO.: 248207**

**FAX AUDIT NO.: H96-3683**

EFFECTIVE DATE  
3-14-96

**FAX AUDIT NO.: H96-3683**

**ARTICLE IV**

**BUSINESS AND POWERS**

A. *The general nature of the business or businesses to be transacted by the Corporation is to provide services concerning office and electronic equipment and to engage in any activity or business permitted under the laws of the United States and the State of Florida.*

B. *The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.*

**ARTICLE V**

**AUTHORIZED SHARES**

*The maximum number of shares of stock authorized to be issued by the Corporation is 100 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges, except that 90 of such shares shall be voting common and the other 10 shares shall be non-voting common.*

*Each of the voting common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings, and all of the common shares, both voting and non-voting, shall participate equally in the assets and earnings of the Corporation, conferring upon each holder identical rights to distribution and liquidation proceeds.*

*All common shares shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or services.*

**FAX AUDIT NO.: H96-3683**

**FAX AUDIT NO.: H96-3683**

**ARTICLE VI**

**INITIAL REGISTERED OFFICE**

*The street address of the initial registered office of the Corporation is 111 Madison Street, Tampa, Florida 33602, and the name of the initial registered agent at that address is **DAVID M. BOGGS**.*

**ARTICLE VII**

**BOARD OF DIRECTORS**

A. Initial Board of Directors. The names and addresses of the initial directors of the Corporation are:

**DOUGLAS N. WALL**

- **2502 North Rocky Point Drive  
Suite 1030  
Tampa, Florida 33607**

B. Number and Term. The Board of Directors shall be composed of no fewer than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as

**FAX AUDIT NO.: H96-3683**

**FAX AUDIT NO.: H96-3683**

*may be deemed advisable;*

*(3) determining the compensation of the officers, including those who may also be directors; and*

*(4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.*

*The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.*

*Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.*

#### **ARTICLE VIII**

##### **OFFICERS**

*A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.*

*B. Officers need not be shareholders of the Corporation.*

*C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.*

*D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:*

**DOUGLAS N. WALL                      -                      President/Secretary/  
Treasurer**

**FAX AUDIT NO.: H96-3683**

**FAX AUDIT NO.: H96-3683**

**ARTICLE IX**

**INCORPORATOR**

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

**DAVID M. BOGGS**  
111 Madison Street  
Tampa, Florida 33602

**ARTICLE X**

**MISCELLANEOUS**

**A. Other Offices, Agencies and Branches**

*The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.*

**B. Location of Shareholders and Directors Meetings**

*Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.*

*IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of March, 1996.*


  
**DAVID M. BOGGS,**  
as Incorporator

**FAX AUDIT NO.: H96-3683**

**FAX AUDIT NO.: H96-3683**

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

*The undersigned, having been designated as Registered Agent of DIRECT RADIO NETWORK OF AMERICA, INC. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of the Florida Statutes relating to the proper and complete performance of the duties of Registered Agent, and the undersigned acknowledges being familiar with, and accepts, the obligations of that position.*

  
**DAVID M. BOGGS**  
Registered Agent  
111 Madison Street  
Suite 2300  
Tampa, Florida 33602  
(813) 273-4200

**FILED**  
96 MAR 15 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FAX AUDIT NO.: H96-3683**