

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mallor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*OK 4/11/96*

| REQUEST | TAKEN   | CONFIRMED | APPROVED     |
|---------|---------|-----------|--------------|
| DATE    | 4/13/96 |           |              |
| TIME    | 9:30    |           | CK No. _____ |
| BY      | CD      |           |              |

WALK-IN \_\_\_\_\_  
 Will Pick Up \_\_\_\_\_

RE: National Council  
Marketing, 9/2 APR 18 01:10:11

NO. 52802  
 DISBURSED  
 TALLAHASSEE, FLORIDA

|   |                       |  |
|---|-----------------------|--|
| <input checked="" type="checkbox"/> Capital Express™  |                       |  |
| <input type="checkbox"/> Art. of Inc. File            |                       |  |
| <input type="checkbox"/> Corp. Record Search          |                       |  |
| <input type="checkbox"/> Ltd. Partnership File        |                       |  |
| <input type="checkbox"/> Foreign Corp. File           |                       |  |
| <input checked="" type="checkbox"/> ( ) Cert. Copy(s) |                       |  |
| <input type="checkbox"/> Art. of Amend. File          |                       |  |
| <input type="checkbox"/> Dissolution/Withdrawal       |                       |  |
| <input type="checkbox"/> C U B-                       | 800001795538          |  |
| <input type="checkbox"/> Fictitious Name File         | 04/18/96--01052--003  |  |
|   | ****122.50 ****122.50 |  |
| <input type="checkbox"/> Name Reservation             |                       |  |
| <input type="checkbox"/> Annual Report/Reinstatement  |                       |  |
| <input type="checkbox"/> Reg. Agent Service           |                       |  |
| <input type="checkbox"/> Document Filing              |                       |  |
| <input type="checkbox"/> Corporate Kit                |                       |  |
| <input type="checkbox"/> Vehicle Search               |                       |  |
| <input type="checkbox"/> Driving Record               |                       |  |
| <input type="checkbox"/> Document Retrieval           |                       |  |
| <input type="checkbox"/> UCC 1 or 3 File              |                       |  |
| <input type="checkbox"/> UCC 11 Search                |                       |  |
| <input type="checkbox"/> UCC 11 Retrieval             |                       |  |
| <input type="checkbox"/> File No.'s, Copies           |                       |  |
| <input type="checkbox"/> Courier Service              |                       |  |
| <input type="checkbox"/> Shipping/Handling            |                       |  |
| <input type="checkbox"/> Phone ( )                    |                       |  |
| <input type="checkbox"/> Top Priority                 |                       |  |
| <input type="checkbox"/> Express Mail Prep.           |                       |  |
| <input type="checkbox"/> FAX ( ) pgs.                 |                       |  |

|                           |  |
|---------------------------|--|
| SUBTOTALS                 |  |
| FEE                       |  |
| DISBURSED                 |  |
| SURCHARGE                 |  |
| TAX on corporate supplies |  |
| SUBTOTAL                  |  |
| PREPAID                   |  |
| BALANCE DUE               |  |

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION**

**OF**

**National Council On Media & Marketing, Inc.**

**FILED**

95 APR 18 AM 10:40

CLERK OF THE STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation is **National Council On Media & Marketing, Inc.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is 2037 1st Ave North, St. Petersburg, FL 33713.

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred million (100,000,000) shares having a par value of (\$.001) per share.

#### **ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Robert W. Pope, 819 17th Avenue North, St. Petersburg, FL 33704.

#### **ARTICLE V: INCORPORATOR**

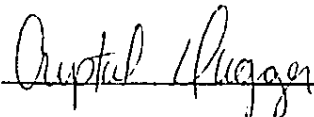
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

#### **ARTICLE VI: INITIAL BOARD OF DIRECTORS**

The name and address of the initial Board of Directors of the corporation is Robert W. Pope, 819 17th Avenue North, St. Petersburg, FL 33704.

The undersigned has executed these Articles of Incorporation this 18th day of April 1996.

"Capital Connection, Inc. by Crystal Dugger, Assistant Office Manager"

\_\_\_\_\_

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED

Pursuant to the provisions of section 607.0501, Florida  
Statutes, the mentioned 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: National Council One Media

& Marketing, Inc.

2. The name and street address of the registered agent and  
office is: Robert W. Pope

819 17th Avenue North, St. Petersburg, FL 33704.

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.

  
ROBERT W. POPE

P96000033720

Steven T. Wittmer  
Admitted to Practice in Florida and Georgia

J. Christopher Carver  
Admitted to Practice in Florida and Illinois

Robert W. Pope

WITTMER, CARVER & POPE  
ATTORNEYS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

2037 First Avenue North  
St. Petersburg, FL 33713  
Telephone (813) 896-6633  
Facsimile (813) 823-5427

May 13, 1996

Miami Office

4651 Vance De Leon Blvd.  
Suite 200  
Coral Gables, FL 33146  
Telephone (305) 665-5008

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

500001833125  
-05/21/96--01150--026  
\*\*\*\*\*87.00 \*\*\*\*\*87.00

RE: National Council on Media & Marketing, Inc.

Gentlemen:

Enclosed herewith please find the original and one copy of the executed Amendment to Articles of Incorporation of the above named corporation.

I have enclosed a check in the amount of \$87.50 to cover the costs of filing the amendment and a certified copy of same.

Please forward the certified copy to my office in the envelope provided for your convenience.

Thank you for your anticipated cooperation in this matter.

Sincerely,

  
Robert W. Pope, Esquire

RWP:Dap  
cc Tom Valentine

FILED  
96 MAY 20 PM 12:12  
TALLAHASSEE FL 32314

VB MAY 28 1996

A Amend

AMENDMENT TO ARTICLES OF INCORPORATION OF  
NATIONAL COUNCIL ON MEDIA & MARKETING, INC.

Pursuant to the provisions of §§607.1002 and 607.1005  
Florida Statutes, the existing articles of incorporation filed  
April 28, 1996 are amended as follows:

ARTICLE III: CAPITAL STOCK


Article III shall be amended to read as follows:  
The number of shares of stock that this corporation is authorized  
to have outstanding at any one time is one million shares having  
no par value per share.

The remainder of articles of incorporation filed April 28,  
1996 remain unchanged and in full force and effect.

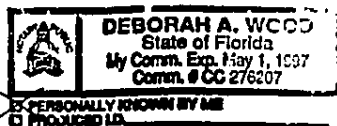
AFFIDAVIT

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared  
ROBERT W. POPE, the sole director of NATIONAL COUNCIL ON MEDIA &  
MARKETING, INC., who certifies that the foregoing amendment was  
made pursuant to §§607.1002 and 607.1005 Florida Statutes and  
that no shares have yet been issued in the above corporation,  
such that this amendment is made without shareholder action and  
that shareholder action was not required.

  
Robert W. Pope

Sworn to and subscribed before me on May 13, 1996.



  
Notary Public

Personally Known To Me ☒ OR Produced Identification \_\_\_\_\_  
Type of identification Produced \_\_\_\_\_