



# THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1346

April 11, 1996

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: PLACE BASED MEDIA SALES INC.  
P0000020PLIN

800001801718  
-04/30/96--01101--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for PLACE BASED MEDIA SALES INC.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Kimberly Andras  
Corporate Service Representative

enc.

*DMC*  
*4/25/96*

FILED  
96 APR 24 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Place Based Media Sales Inc.

FILED

96 APR 24 PM 3:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation shall be Place Based Media Sales Inc.
- SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is 2059 Gore Street, Burlington, Ontario, Canada L7R 1E1.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH: The total authorized stock of this corporation is divided into 1,000 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Graham Line 2059 Gore Street, Burlington, Ontario, Canada L7R 1E1  
Douglas Woodside 2059 Gore Street, Burlington, Ontario, Canada L7R 1E1

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is a Close Corporation.

NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Kimberly Andras c/o The Company Corporation, Three Christina Centre  
201 N. Walnut Street, Wilmington, DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 11th day of April, 1996.

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 11th day of April, 1996 by Kimberly Andras.

SUSAN M. GRIFFIN  
NOTARY PUBLIC-DELAWARE  
Appointed October 6, 1994

Notary Public

Term 2 Years

This document was prepared by Kimberly Andras, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

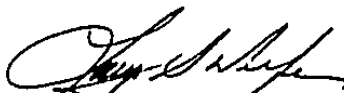
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS  
MAY BE SERVED.

FILED  
95 APR 24 PM 3:57  
SECTION OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Place Based Media Sales Inc. desiring to  
organize under the laws of the state of Florida with its principal place of business located in  
the city of Burlington, <sup>Ontario, County of Canada</sup> State of ~~FLORIDA~~, has named Larry Wolfe  
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of  
process within Florida.

Having been named to accept service of process for the above stated corporation, at  
the place designated in this Certificate, I hereby agree to act in this capacity, and I further  
agree to comply with the provisions of all statutes relative to the proper and complete  
performance of my duties.

  
\_\_\_\_\_  
Larry Wolfe

April 11, 1996  
Date

# GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 1800

801 EAST PINE STREET

POST OFFICE BOX 3088

ORLANDO, FL 32801-0308

April 22, 1997

J. CHARLES GRAY  
GORDON H. HARRIS  
RICHARD M. ROBINSON  
PHILLIP R. FINCH  
PAMELA D. PRICE  
JAMES F. PAGE, JR.  
WILLIAM A. BOYLES  
THOMAS A. CLOUTIER  
BYRD F. MANDALL, JR.  
J. MASON WILKINS, III  
LEO P. ROCKWELL  
O. ROBERTSON  
CHARLES W. DILLON  
JACK A. KIRSCHENBAUM  
RICHARD E. BURKE  
GUY S. MAGOAN  
FREDERICK W. LONNHANDT  
BORRON J. OWEN, JR.  
MICHAEL K. WILSON  
JEFFREY D. KEINER  
PAUL B. QUINN, JR.  
DAVID L. SCHICK  
JACK K. McMULLEN  
SUSAN T. SPRADLEY  
MICHAEL E. NEUKAMM  
DONALD A. NOHR  
PHILIP F. NOHR  
WILLIAM O. BOLTIN, III

R. LEE BENNETT  
THAGY A. BONGERT  
JOHN A. KIRBY, JR.  
WILBUR E. BREWTON  
KENNETH J. PLANTE  
MICHAEL E. WRIGHT  
WILLIAM A. GRIMM

W. L. HIPP  
W. L. BEALS  
W. L. GIBSON  
W. L. OWEN, JR.  
W. L. COLLINS  
W. L. HARRIS  
W. L. CANNON, JR.  
FRANK A. HAMMEN  
RICHARD A. HODGES  
ALISON M. YURKO  
KELLY M. FITZGERALD  
KELLY BREWTON PLANTE  
LEE M. KILLINGER  
J. SCOTTY BIMS  
CATHERINE M. PECK

OF COUNSEL

MALCOLM R. KIRSCHENBAUM  
SYDNEY L. JACOWITZ  
THEODORE L. SHINKLE  
LILA INGATE McHENRY

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

800002153548--1  
-04/24/97--01051--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Articles of Amendment to Articles of Incorporation  
for Place Base Media Services, Inc.

Dear Madam/Sir:

Enclosed please find an original and one copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced entity, along with the \$87.50 filing fee.

Once the Amendment has been filed, please return to me in the enclosed self-addressed stamped envelope.

If you should have any questions or require any additional information regarding this matter, please do not hesitate to contact me.

Sincerely,

*Barbara S. Buchanan*

Barbara S. Buchanan,  
Paralegal

BSB/wms  
enclosures

bsb@placesos.ltr

MELBOURNE  
(407) 727-8100

ORLANDO  
(407) 843-8880

TALLAHASSEE  
(904) 222-7717



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

May 5, 1997

**GRAY, HARRIS & ROBINSON**  
**% BARBARA BUCHANAN**  
**P.O. BOX 3068**  
**ORLANDO, FL 32802-3068**

**SUBJECT: PLACE BASED MEDIA SALES INC.**  
**Ref. Number: P96000036167**

We have received your document for PLACE BASED MEDIA SALES INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

**Carol Mustain**  
**Corporate Specialist**

**Letter Number: 997A00023329**

## GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 1800

201 EAST PINE STREET

POST OFFICE BOX 3088

ORLANDO, FL 32802-0088

TELEPHONE (407) 843-8880

FAX (407) 844-8880

WRITER'S DIRECT DIAL

(407) 244-5660

May 12, 1997

J. CHARLES GRAY  
GORDON H. HARRIS  
RICHARD M. ROBINSON  
PHILLIP N. FINCH  
PAMELA O. PRICE  
JAMES F. PAGE, JR.  
WILLIAM A. BOYLES  
THOMAS A. CLOUD  
BYRD P. MARSHALL, JR.  
J. MASON WILLIAMS, III  
LEO P. ROCK, JR.  
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KIMBERLY HOWDYIA BUNNEN  
CHRISTOPHER J. COLEMAN  
FRANK R. HOYT  
BRUCE M. HARRIS  
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LEE M. KILLINGER  
J. SCOTT BIRD  
CATHERINE M. PECK

OF COUNSEL

MALCOLM R. KIRSCHENBAUM  
SYDNEY L. JACKOWITZ  
THEODORE L. SHINKLE  
LILA INGATE McHENRY

Ms. Carol Mustain, Corporate Specialist  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314


RE: PLACE BASED MEDIA SALES, INC.  
Your Letter No.: 997A00023329

Dear Ms. Mustain:

Pursuant to your letter of May 5, 1997, we have corrected the enclosed Articles of Amendment to the Articles of Incorporation of Place Based Media Sales, Inc. to accurately reflect the current name of the corporation. Please accept the enclosed revised document for filing with your office.

If you should have any further questions, please do not hesitate to contact the undersigned.

Sincerely,



Barbara S. Buchanan  
Paralegal

bsb  
rib@line.state.fl

MELBOURNE  
(407) 727-8100

ORLANDO  
(407) 843-8880

TALLAHASSEE  
(904) 222-7717

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PLACE BASED MEDIA SALES, INC.**

PLACE BASED MEDIA SALES, INC., a Florida corporation (the "Corporation"), by and through its President, hereby adopts an amendment to its Articles of Incorporation as hereinafter set forth.

1. Pursuant to Section 607.1003 of the Florida Statutes, the Board of Directors of the Corporation and the shareholders of the Corporation adopted, in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on April 18, 1997, an amendment to Article 1 of the Articles of Incorporation of the Corporation, deleting Article 1 in its entirety and substituting therefor the following:

**ARTICLE 1 - Name**

The name of this Corporation shall be:

INFO ZONE, INC.

2. Except as modified hereby, the Articles of Incorporation of the Corporation shall be and remain in full force and effect.

3. The number of votes cast for the amendment by the shareholders was sufficient for approval, and the Corporation's shareholders are not divided into different voting groups.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 18 day of April, 1997.

PLACE BASED MEDIA SALES, INC.

By: Graham Line  
Graham Line, President

P9600036167

MARIELA M. FRASER

Requestor's Name

2675 Bunting Bay Dr.

Address

Tallahassee, FL 32308

City/State/Zip

Phone #

32308

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 30 PM 4:09

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-07/01/97--01087--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

JUN 30 1997

Examiner's Initials



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 30 PM 4: 09

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MTP Corporation

*Pursuant to the provisions of section 607, 1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment 9 adopted;

The name and address of the director of this corporation shall be changed to:

Kenneth Lieberman  
9385 Fox Trot Lane  
Boca Raton, Fl. 33496

President and Secretary


**SECOND:** The date of adoption shall be June 1, 1997.

**THIRD:** The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 1st day of June, 1997

Signature

Mary Lou Paterno  
President



**NOTICE AND MINUTES OF  
STOCKHOLDERS MEETING**

A meeting of the stockholders of MTP Corp. was called to order on June 1, 1997 at 5:00 P.M. at the offices of Kenneth Lieberman CPA, 4400 West Sample Road, Coconut Creek, Florida by Mary Lou Paterno, President of the Corporation.

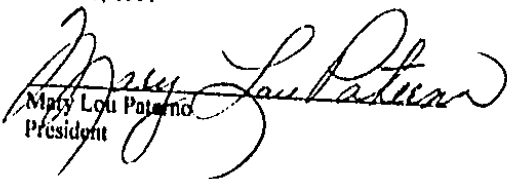
A quorum of the stockholders were present and the assembly waived notice of the meeting.

The meeting was then declared by the corporation's president to be compliance with Florida Law and that the purpose of meeting was to address the following matters:

- a) The president of the company addressed the issue that the original terms of the contract for sale have failed to be carried out in full and therefore a motion was made to terminate the sale of the company and to return the stock back to the original stockholder for the original amounts paid per the agreement without penalty. The motion was passed unanimously.

There being no further business the meeting was adjourned.

June 26, 1997

  
Mary Lou Paterno  
President