

PT600048934

May 8, 1996

Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32303

Re: R & S Enterprises, Inc.

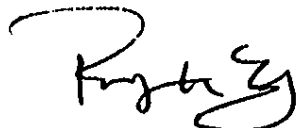
500001028125
05/15/96--01116--008
****122.50 ****122.50

Dear Sirs:

I am enclosing an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the related fees.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,



Roger Ely
3506 Belle Shadow Lane
Tampa, FL 33634

Enclosures

FILED
96 JUN -7 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~10873~~

502

RECEIVED JUN 7 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1996

ROGER ELY
3506 BELLE SHADOW LANE
TAMPA, FL 33634

SUBJECT: R & S ENTERPRISES, INC.
Ref. Number: W96000010872

FILED
95 JUN -7 PM 2:50
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

We have received your document for R & S ENTERPRISES, INC. and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 496A00025370

May 8, 1996

Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32303

FILED
96 JUN -7 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Ely Marketing Group, Inc.

Dear Sirs:

I am enclosing an original and a copy of the Articles of Incorporation for the above-named corporation. ~~In addition, a check in the amount of \$122.50 is enclosed which represents the related fees.~~

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

Roger Ely
3506 Belle Shadow Lane
Tampa, FL 33634

Enclosures

check already paid

ARTICLES OF INCORPORATION
OF
Ely Marketing Group, Inc.

FILED
56 JUN -7 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Ely Marketing Group, Inc.

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence. The corporation's initial principal office and mailing address shall be 3506 Belle Shadow Lane, Tampa, FL 33634.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida. The original, but not exclusive, purposes will be the development, production, acquisition, and sale of trade show displays, graphics, and music products.

ARTICLE IV
General Powers

The Corporation shall have power:

(a) To broker real estate, business opportunities, mortgages, to purchase, take, receive, lease, or otherwise acquire, option, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated, if so licensed.

(b) To sell, convey, mortgage, pledge, create a security interest in, lease exchange, transfer, and otherwise dispose of all or part of its property assets.

(c) To be a promoter, incorporator, partner, member, associate, franchisor, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(d) To have and exercise all powers necessary or convenient to effect its purposes permitted under the laws of the State of Florida.

ARTICLE V
Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having \$1.00 par value. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

ARTICLE VI

Preemptive Rights

The stockholders of the corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE VII

Registered Office and Registered Agent

The street address of the corporation's principal office and the initial registered office is 3506 Belle Shadow Lane, Tampa, FL 33634 and the name of the corporation's initial registered agent at such address is Roger H. Ely. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with 607.037 of the Florida Statutes.

ARTICLE VIII

Director(s)

The initial Board of Directors shall consist of one (2) members who need not be a resident of the State of Florida or shareholder of the corporation. At no time shall the corporation have more than seven (7) Directors. The number of Directors may be increased or diminished from time to time by the By-laws. However, there shall never be less than one (1).

The name and address of the persons who shall serve as the Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Roger Ely	3506 Belle Shadow Lane Tampa, FL 33634
Susan D. Ely	3506 Belle Shadow Lane Tampa, FL 33634

ARTICLE IX

Incorporator

The name and street address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Roger Ely	3506 Belle Shadow Lane Tampa, FL 33634

ARTICLE X

Amendment to Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these
Articles as Incorporator for the uses and purposes therein stated.


Roger Ely

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, an officer duly qualified
to take acknowledgments, personally appeared Roger Ely, to me known
to be the person described in and who signed the foregoing Articles
of Incorporation, and acknowledged to me that they executed the
same freely and voluntarily for the uses and purposes therein
expressed.

WITNESS my hand and official seal in the County and State last
aforesaid this 10th day of May, 1996.



My Commission Expires:



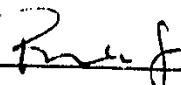
JILL P. GARCIA
COMMISSION #CC-320575
EXPIRES OCT 3, 1997
Atlantic Bonding Co., Inc.
800-732-2245

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with 48.091, Florida Statutes, the following is submitted.

Ely Marketing Group, Inc., desiring to organize or qualify under the laws of the State of Florida, County of Hillsborough, City of Tampa, has named Roger H. Ely, located at 3506 Belle Shadow Lane, Tampa, FL 33634, as its agent to accept 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.


Date: 6/5/96

FILED
JUN -7 PM 2:50
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA