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PAUL A. MORAN, p.a.

Attorney at Law

46 N. Washington Blvd., Suite 25-A

Sarasota, Florida 34236

(941) 955-1717

Telecopier

364-9898

June 11, 1996

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

RE: InterAd Agency, Inc.

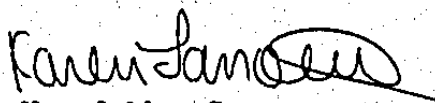
Dear Sir/Madam:

Please find enclosed original Articles of Incorporation and my check for \$122.50 to cover the following for the above-referenced corporation:

Filing fees	\$35.00
Certified copy	\$2.50
Registered Agent designation	\$5.00

Thank you.

Sincerely,



Karen LaMotte, Secretary to  
PAUL A. MORAN

/kl  
Enclosure

95 JUN 13 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

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-06/13/96--01047--003  
\*\*\*\*122.50 \*\*\*\*122.50

GB 6/14/96

ARTICLES OF INCORPORATION  
OF  
INTER AD AGENCY, INC.

96 JUN 13 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: Inter AD Agency, Inc.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 750 shares of common stock with a par value of \$10.00 a share. The Board of Directors may dispose of the authorized but unissued stock from time to time.

ARTICLE V - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### ARTICLE VI - RESTRICTIONS ON TRANSFER

All of the issued and outstanding shares of this corporation shall be made subject to restrictions on transferability by agreement among the holders of said shares. A copy of such agreement shall be kept in the file at the principal office of the corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during the business hours.

#### ARTICLE VII - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is: 47 S. Palm Ave., Suite 210, Sarasota, FL, 34236, and the name of the initial registered agent at such address is Peter Sliwinski.

#### ARTICLE VIII - DIRECTORS

This corporation shall have two directors initially. The number shall be fixed by the by-laws and may be changed from time to time. The name and address of each member of the first board of directors is:

Peter Sliwinski  
47 S. Palm Ave., #210  
Sarasota, FL 34236

Lee Messina  
3300 S. Beneva Rd., #231  
Sarasota, FL 34232

#### ARTICLE IX - INCORPORATOR

The name and address of the incorporator is: Peter Sliwinski, 47 S. Palm Ave., Suite 210, Sarasota, FL, 34236.

#### ARTICLE X - COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence on the date of acceptance and approval by the Secretary of State and the assignment of its charter number.

#### ARTICLE XI - PRINCIPAL OFFICE & MAILING ADDRESS OF CORPORATION

The Corporation's principal office is located at 47 S.

Palm Ave., Suite 210, Sarasota, FL, 34236. The mailing address of the Corporation is 47 S. Palm Ave., Suite 210, Sarasota, FL, 34236.

IN WITNESS WHEREOF, the Incorporator has subscribed his name this 6-11 day of \_\_\_\_\_, 1996.

Peter Sliwinski  
PETER SLIWINSKI

STATE OF FLORIDA  
COUNTY OF SARASOTA

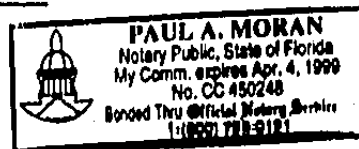
11<sup>th</sup> The foregoing instrument was acknowledged before me this June day of June, 1996, by PETER SLIWINSKI, who is personally known to me and who did take an oath.

WITNESS my hand and seal in the County and State last aforesaid, this 11<sup>th</sup> day of June, 1996.

Paul A. Moran  
Notary Public

My commission expires:

ACCEPTANCE



HAVING been named as registered agent for InterAd Agency, Inc., at the place designated in the foregoing Articles of Incorporation, 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.

DATED this 11 day of June, 1996.

Peter Sliwinski  
PETER SLIWINSKI

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUN 13 AM 11:48

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