

P96000051996

William T. Moore
P.O. Box 140035
Orlando, FL 32814
407-897-5041

June 14, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: MADISON ADVERTISING, INC.

Gentleman:

Enclosed are two (2) original copies of the executed Articles of Incorporation for the referenced Corporation. Please endorse your acceptance of the articles on one of the copies and return same.

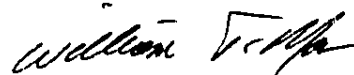
Your attention is directed to Article III of the Articles of Incorporation which states a specific commencement date from this Corporation. Please have your records indicate the effective date of incorporation to be as of the date of this letter 6-14-96.

Please note that I have also included IRS form ss-4 with the Federal Tax ID # assigned to the newly formed Corporation. The # is 59-3382805. This Number was assigned per tel 6-14-96

A check in the amount of \$122.50 is enclosed to cover the basic fees for filing, certified copy, and registered agent designation.

If you find any problems with the enclosed documents, or require any additional information, please contact the undersigned by telephone rather than returning the documents. Thank you for your attention to this matter.

Very truly yours,



William T. Moore

Enclosures

FILED
JUN 17 1996
TALLAHASSEE, FLORIDA

RECEIVED
JUN 19 1996
TALLAHASSEE, FLORIDA
****122.50 ****122.50

D. BROWN JUN 18 1996

ARTICLES OF INCORPORATION
OF
MADISON ADVERTISING, INC.

The undersigned, as a subscriber to these articles of Incorporation, being a natural person competent to contract, hereby files these Articles of Incorporation to form a corporation under Chapter 607 of the Florida statutes and other applicable laws of the State of Florida.

ARTICLE I. NAME OF CORPORATION

The name of the corporation shall be MADISON ADVERTISING, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE III. EFFECTIVE DATE OF INCORPORATION

The effective date of this incorporation is to be as of the date of filing with the Secretary of state.

ARTICLE IV. PURPOSES AND POWERS OF THE CORPORATION

The general purpose or purposes for which the corporation is being formed shall include the transaction of any or all lawful businesses for which corporations may be incorporated under the laws of the State of Florida. Permitted activities include, but are not limited to the following:

To purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with tangible personal property, conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exhibition/exposition.

To conduct business in have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of tangible personal property in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments as are required to secure the payment of corporate indebtedness.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other State or government, and, while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any time is TEN THOUSAND (10,000) shares of common stock.

ARTICLE VI. DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but the number of directors at no time shall be less than one (1).

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of a total of one (1) person. The name and post office address of the person who is to serve as the initial director is:

William T. Moore P.O. box 140035
Orlando, FL 32814

ARTICLE VIII. SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation, the number of shares of stock which he agrees to take, and the value of the consideration therefor, are as follows:

<u>Name and Post Office Address</u>	<u>Number of Shares of stock</u>	<u>Value Therefor</u>
William T. Moore P.O. Box 140035 Orlando, FL 32814	100	\$100.00

ARTICLE IX. PRINCIPAL PLACE OF BUSINESS

The initial post office address in this state of the principal office and place of business of the corporation will be 5801 Erhardt Dr. Riverview FL 33569.

ARTICLE X. CONTRACTS

No contract between this Corporation and another corporation or individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation may be officers or directors of, or have any other interest in, the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XI. REGISTERED AGENT

The initial designation of the registered office of the Corporation shall be at 5801 Erhardt Dr. Riverview, FL 33569 and the initial registered agent shall be William T. Moore

ARTICLE XII. ACCEPTANCE OF REGISTERED AGENT DESIGNATION

The undersigned, William T. Moore, pursuant to Sections 607.034 and 48.091 of the Florida Statutes, having been named to accept process for the above named Corporation at the place designated in the Articles of Incorporation, does hereby accept said designation and agrees to act in this capacity, and does further agree to comply with the provisions of said Florida Statutes relative to the proper performance of these duties.

By: William T. Moore

William T. Moore
Registered agent

FILED
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF HILLSBORO, FLORIDA
JAN 17 1990
11:46:30

ARTICLE XL AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved by the shareholders at a meeting of the shareholders, by a majority of the shares entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I the above named incorporator, have hereunto set my hand and seal this 11th day of June 1996.

ATTESTED:

Rosemary Bush
Witness

William T. Moore
William T. Moore

State of Florida :
: SS

County of Orange :

I hereby certify that on this day, before me, a notary public duly authorized in the State and County aforesaid to take oaths and acknowledgments, personally appeared William T. Moore, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal in the State and County Aforesaid,
this 11th day of June 1996

Jeanine L. Lackey
JEANINE L. LACKEY

JEANINE L. LACKEY
Notary Public, State of Florida
My Comm. Expires Nov. 18, 1997
Comm. No. CC331372