

96000055230

~~TRANSMITTAL LETTER~~

FILED

96 JUN 27 PM 3:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 11, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200001862772
-06/17/96--01001--020
*****78.75 *****78.75

RE: THE AMERICAN CONSCIOUS (TAC), Inc.
Proposed Corporate Name

Enclosed please find one original and one copy of the articles of incorporation and certificate of designation for registered agent/registered office for the above corporation. The filing fee of \$78.75 is enclosed. A certified copy is not requested at this time. Please use the copy herein, as file/return copy. Also please forward a certificate of status.

W96-13113

FROM: A. C. Hill, II
Incorporator
THE AMERICAN CONSCIOUS (TAC), Inc.
750 S. Orange Bl. Tr., Suite 120
Orlando, FL 32805

Thank you for your prompt attention to the filing and creation of this new entity.

Cordially,

A.C. Hill, II

A. C. Hill, II

ENCLOSURES

TH
6-23-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 20, 1986

A.C. HILL, II
750 S. ORANGE BLOSSOM TRAIL
SUITE 120
ORLANDO, FL 32805

SUBJECT: THE AMERICAN CONSCIOUS (TAC), INC.
Ref. Number: W96000013113

We have received your document for THE AMERICAN CONSCIOUS (TAC), INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

It appears you want to file a logo/slogan. If this is what you intend to do, complete the enclosed trademark application and submit it with the filing fee.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 596A00030610

TRANSMITTAL LETTER

June 24, 1996

Ms. Kathy Hyman, Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: THE AMERICAN CONSCIOUS, Inc.
W96000013113

Enclosed please find one original and one copy of the articles of incorporation and certificate of designation for registered agent/registered office for the above corporation. The filing fee of \$78.75 has been paid. A certified copy is not requested at this time. Please use the copy herein, as file/return copy. Also please forward a certificate of status.

I have also included \$60.00 for the fictitious name registration for TAC in accordance with your letter dated June 20, 1996. The registration of the logo/slogan, as referred to in article II, will be forwarded under separate cover after the corporation has been properly filed with your office.

FROM: A. C. Hill, II
Incorporator
THE AMERICAN CONSCIOUS, Inc.
750 S. Orange Bl. Tr., Suite 120
Orlando, FL 32805

Thank you for your prompt attention to the filing and creation of this new entity.

Cordially,



A. C. Hill, II

ENCLOSURES

**Articles of Incorporation
for
THE AMERICAN CONSCIOUS, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is: THE AMERICAN CONSCIOUS, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in the diversified businesses of reporting, writing, publishing, investigating, consulting, producing, developing, discussing, summarizing, criticizing, with various economic/psychological/marketing analysis of complex social issues, and other investment related activities, including all contractually related services, along with any and all other business permitted under the laws of the United States of America and the great state of Florida. This company shall have as its logo a registered service mark that consists of a broken pictorial sideview of the human head, with a question mark forming a hook extending to the pictorial eye thereon connecting the bar for the letter "T", below that is the capital letter "A" adjacent to the mouth and capital letter "C" or something reasonably similar thereto. The registered slogans for the company will be, "Do you have a conscious?", "If not get one, soon", and "Put a TAC in it!" or something reasonably similar thereto.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100,000,000 shares of common stock having par value of at least \$1.00 per share. Par value may be issued only for consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. No par shares may be issued only for such consideration as is determined by the board of directors. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these articles with the Secretary of State for the State of Florida.

ARTICLE V. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Mr. A. C. Hill, II
750 S. Orange Bl. Tr., Suite 120
Orlando, FL 32805
(407) 426-8597

The board of directors from time to time may move the Registered Office to any other address in the state of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders and board of directors, but shall never be less than one.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name, address and telephone number of the initial board of directors of this corporation is:

- (1) A. C. Hill, II
750 S. Orange Bl. Tr., Suite 120
Orlando, FL 32805
(407) 426-8597

The person named as initial directors shall hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATORS

The name and street address of the person signing these articles of incorporation as the incorporator is:

- (1) A. C. Hill, II
750 S. Orange Bl. Tr., Suite 120
Orlando, FL 32805
(407) 426-8597

ARTICLE IX. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

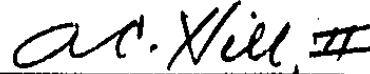
750 S. Orange Blossom Trail, Suite 120, Orlando, FL 32805

ARTICLE X. AMENDMENT

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 stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ATTESTATION

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation for **THE AMERICAN CONSCIOUS, Inc.** on June 24, 1996.



A. C. HILL, II
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned 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 THE AMERICAN CONSCIOUS, Inc.
2. The name and address of the registered agent and office is:

A. C. Hill, II
750 S. Orange Bl. Tr., Suite 120
Orlando, FL 32805

SIGNATURE

A. C. Hill, II
A. C. Hill, II
Incorporator
June 24, 1996

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.

SIGNATURE

A. C. Hill, II
A. C. Hill, II
June 24, 1996