

P96000064721

Director's Name  
Ferguson  
http://www.netside.net/~iferguson  
860 NE 80 Street  
Miami, FL 33138-4628  
City/State/Zip

Office Use Only

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #) 000001816860  
08/08/96 01068--019  
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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 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  
96 AUG - 1 PM 2:18  
STATE  
OF FLORIDA

JUL - 2 1996

ARTICLES OF INCORPORATION  
OF  
THE INTERNET SIGN COMPANY

FILED  
96 AUG -1 PM 2:18  
CLERK OF THE COURT  
MIAMI, FLORIDA

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

Article I

NAME

The name of the corporation is:  
THE INTERNET SIGN COMPANY

Article II

DURATION

The corporation shall exist perpetually.

Article III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

MAILING ADDRESS

The initial mailing address of the corporation is:  
c/o Michael E. Ferguson, 880 NE 80 Street, Miami Fl. 33138-482833139

Article V

CAPITAL STOCK

(a) Authorized Capital. The corporation is authorized to have out standing at any one time the following shares of common stock:

(i) Class A Voting Stock. The corporation is authorized to have outstanding at any one time a maximum of 100,000 shares of Class A Common Stock with a par value of \$0.15 per share. Each share of the corporation's Class A Voting Stock shall have one (1) vote in all corporate matters for which shareholders shall have voting rights granted by these Articles, by the corporation's Bylaws or by Florida law.

(ii) Class B Nonvoting Stock. The corporation is authorized to have outstanding at any one time a maximum of 100,000 shares of Class B Common Stock with a par value of \$0.15 per share. Class B

Nonvoting Stock shall have no voting rights.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

#### Article VI

#### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 860 NE 80 STREET, MIAMI, FLA. 33138-4628, and the name of the registered agent of the corporation at that address is Michael E. Ferguson.

#### Article VII

#### DIRECTORS

(a) Number. This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the bylaw, but shall never be less than one.

(b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

#### NAMES

#### STREET ADDRESS

Michael E. Ferguson

860 NE 80 Street

Miami, Fla. 33138-4628

Brady Satchwell

860 NE 80 Street

Miami, Fla. 33138-4628

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(b) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### Article VIII

#### BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### Article IX

#### INCORPORATOR

The name and address of the incorporator of this corporation are:


Brady Satchwell  
860 NE 80 Street  
Miami, Fla. 33138-4628

Article X

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles on 07-05-96

  
Brady Satchwell, Incorporator CHD 4324.076.73 024 0

STATE OF FLORIDA ]  
] ss.:  
COUNTY OF DADE ]

The foregoing instrument was acknowledge before me on July 5, 1996  
by Brady Satchwell.

  
Notary Public  
State of Florida nt Large

My Commission Expires:



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

THE INTERNET SIGN COMPANY, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida has named Michael E. Ferguson, located at 860 NE 80 Street, Miami, Florida, 33138-4628, as its agent to accept service of process within Florida.

  
Brady Satchwell, Incorporator

DATED: 07-05-96

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.

  
Michael E. Ferguson, Registered Agent

DATED: 07-05-96

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STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA