

P96000072461



BANNER ON MY MIND

777 SOUTH S.R. 7, SUITE 15
FT. LAUDERDALE, FL 33068

PHONE (954) 977-7470
FAX (954) 977-3567

August 23, 1996

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

FILED
AUG 16 AM 12:53
TALLAHASSEE, FL 32314

6000019341396
-08/23/96--01094--015
*****78.75 *****78.75

SUBJECT: BANNER ON MY MIND, INC.
(Proposed corporate name)

Enclosed please find the original and one copy of Articles of Incorporation,
together with my check in the amount of \$78.75.

This represents the cost of the Filing Fee and Certificate.

FROM: Andrew Rachmell
777 South State Road #7, Suite 15
Fort Lauderdale, FL 33068
Phone: (954) 977-7470
Fax: (954) 977-3567

nc AUG 30 1996

ARTICLES OF INCORPORATION

BANNER ON MY MIND, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

BANNER ON MY MIND, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 five hundred shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

| | | | |
|---------|--|---------|-------------------|
| NAME | <u>BANNER ON MY MIND INC.</u> | | |
| ADDRESS | <u>777 South State Road #7, Suite 15</u> | | |
| CITY | <u>Fort Lauderdale</u> | FLORIDA | ZIP <u>333068</u> |

The name and street address of the Initial Registered Agent of this Corporation is:

| | | | |
|---------|--|---------|-------------------|
| NAME | <u>ANDREW RACHMEL</u> | | |
| ADDRESS | <u>777 South State Road #7, Suite 15</u> | | |
| CITY | <u>Fort Lauderdale</u> | FLORIDA | ZIP <u>333068</u> |

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

| | | | |
|---------|--|-----------------|-------------------|
| NAME | <u>ANDREW RACHMEL, CFO</u> | | |
| ADDRESS | <u>777 South State Road #7, Suite 15</u> | | |
| CITY | <u>Fort Lauderdale</u> | STATE <u>FL</u> | ZIP <u>333068</u> |
| NAME | <u>DANIEL TURNER, V.P. Sales & Marketing</u> | | |
| ADDRESS | <u>777 South State Road #7, Suite 15</u> | | |
| CITY | <u>Fort Lauderdale</u> | STATE <u>FL</u> | ZIP <u>333068</u> |
| NAME | <u>Richard Checkiss, President</u> | | |
| ADDRESS | <u>777 South State Road #7, Suite 15</u> | | |
| CITY | <u>Fort Lauderdale</u> | STATE <u>FL</u> | ZIP <u>333068</u> |

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95 AUG 15 PM 12:53
SEMINOLE-STATE
TREASURY-FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the Incorporators signing these Articles of Incorporation are as follows:

| | | | |
|---------|-----------------------------------|-------|-------------------|
| NAME | ANDREW RACHMEL, C-FO | | |
| ADDRESS | 777 SOUTH STATE ROAD #7, suite 15 | | |
| CITY | Fort Lauderdale | STATE | Florida ZIP 33308 |
| NAME | | | |
| ADDRESS | | | |
| CITY | | STATE | ZIP |
| NAME | | | |
| ADDRESS | | | |
| CITY | | STATE | ZIP |

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 22 day of August, 19 96.

Andrew Rachmel (Seal)
 _____ (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

BANNER ON MY MIND INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 777 SOUTH STATE ROAD #7, Suite 15
FORT LAUDERDALE, Florida 33308

has named ANDREW RACHMEL

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree
comply with the provisions of Florida Law in keeping open said office.

Andrew Rachmel
(registered agent)

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96 AUG 16 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/06/97
1133 PM

FLORIDA DIVISION OF CORPORATIONS

P96000072461

TO: DIVISION OF CORPORATIONS
(904) 922-4000

FAX #:

FROM: TESCHER, LIPPMAN, VALINSKY & KAIN
072164000350

ACCT#:

CONTACT: PATRICIA FOX-BUTLER
PHONE: (305) 467-1964
(305) 467-2264

FAX #:

NAME: BANNER ON MY MIND, INC.

AUDIT NUMBER.....H97000002211

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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EST.CHARGE.. \$87.50

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FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00500, 00615, 00671

Correspondence - RA + misc ✓
Linda

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 12 PM 4:04

FILED

KIPNIS TESCHER LIPPMAN VALINSKY & KAIN

ATTORNEYS AT LAW
ONE FINANCIAL PLAZA
SUITE 2308
FORT LAUDERDALE, FLORIDA 33394

TELEPHONE (954) 467-1964
MIAMI - PALM BEACH (800) 371-0415
TELECOPIER (954) 467-2264

FAX TRANSMITTAL SHEET

DATE: FEBRUARY 12, 1997

PLEASE DELIVER TO: SECRETARY OF STATE, DIVISION OF CORPORATIONS

TELECOPIER NO: (954) 922-4001 TELEPHONE NO. _____

TOTAL PAGES 8

FROM: JAY VALINSKY, ESQ.

IF YOU DO NOT RECEIVE ALL PAGES PLEASE CALL VENTA
(954) 467-1964

RETURN FAX NUMBER: (954) 467-2264

COMMENTS: THIRD FAX TRANSMISSION OF ARTICLES OF AMENDMENT
MY SECRETARY CALLED YOUR OFFICE YESTERDAY TO CHECK ON STATUS
OF THESE AMENDED ARTICLES AND WAS ADVISED
THAT ARTICLES HAD BEEN REJECTED DUE TO INSUFFICIENT CLARITY
OF THE FAX TRANSMISSION FOR MICROFICHE PURPOSES.
ATTACHED IS A CLEARER COPY WITH CONFORMED SIGNATURES.
COPIES OF PAGES BEARING ORIGINAL SIGNATURES
ARE ALSO FORWARDED HERewith.
PLEASE CONFIRM THAT PAGES ARE SUFFICIENTLY CLEAR FOR YOUR USE.
RE: FAX AUDIT NO. H97000022115
ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF BANNER ON MY MIND, INC.

FILE NUMBER: 0433.001

THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE FOR DELIVERING THE MESSAGE TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

February 6, 1997

BANNER ON MY MIND, INC.
777 SOUTH STATE ROAD #7
SUITE 15
FORT LAUDERDALE, FL 33068

SUBJECT: BANNER ON MY MIND, INC.
REF: P96000072461

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000002211
Letter Number: 697A00006520

February 7, 1997

BANNER ON MY MIND, INC.
777 SOUTH STATE ROAD #7
SUITE 15
FORT LAUDERDALE, FL 33068

SUBJECT: BANNER ON MY MIND, INC.
REF: P96000072461

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H97000002211
Letter Number: 197A00006612

February 10, 1997

BANNER ON MY MIND, INC.
777 SOUTH STATE ROAD #7
SUITE 15
FORT LAUDERDALE, FL 33068

SUBJECT: BANNER ON MY MIND, INC.
REF: P98000072461

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The document is illegible and not acceptable for microfilming.

The last two pages of the document came through very dark and blurry.

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) 487-6908.

Steven Harris
Corporate Specialist

FAX Aud. #: H97000002211
Letter Number: 497A00006924

Fax Audit No. H9700002211 5

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BANNER ON MY MIND, INC.**

FILED
97 FEB 12 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Banner On My Mind, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

Articles IV, V, VI and VII are each deleted in their entirety and substituted by the following:

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 22,000,000 shares, which are to be divided into two classes as follows:

20,000,000 shares of common stock, par value \$.0001 per share; and

2,000,000 shares of preferred stock, par value \$.0001 per share.

The preferred stock may be created and issued, from time to time, in one or more series and with such designations, rights, preferences, privileges and restrictions as shall be stated and expressed in the resolution(s) providing for the creation and issuance of such preferred stock as may be adopted from time to time in the sole discretion of the Board of Directors pursuant to the authority in this paragraph given.

Fax Audit No. H9700002211 5

Prepared by: Kipnis Teecher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Fort Lauderdale, FL 33394
(954)467-1964
Jay Valinsky, Esq. FLA BAR NO. 625019

Fax Audit No. H9700002211 5

**ARTICLE V - REGISTERED AGENT AND
REGISTERED OFFICE IN FLORIDA**

The current Registered Agent and the street address of the current Registered Office of this Corporation in the State of Florida is Andrew Rachmell, 777 South State Road #7, Suite 15, Fort Lauderdale, Florida 33068.

The new Registered Agent and the street address of the new Registered Office of this Corporation in the State of Florida immediately subsequent to the time of filing of these Articles of Amendment to the Articles of Incorporation with the Office of the Florida Secretary of State is:

Richard J. Cherkiss

c/o Banner On My Mind, Inc.

398 N.W. 41st Avenue

Deerfield Beach, Florida 33442

ARTICLE VI - AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VII - CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

Fax Audit No. H9700002211 5

Prepared by: Kipnis Teacher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Fort Lauderdale, FL 33394
(954)467-1964
Jay Valinsky, Esq. FLA BAR NO. 625019

Fax Audit No.

The Articles of Incorporation are further amended by adding the following Articles VIII and IX:

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator was:

Andrew Rachmell

777 South State Road #7,

Suite 15

Fort Lauderdale, Florida 33068

The foregoing was adopted by the written consent of the Directors and all the shareholders of the Corporation pursuant to Sections 607.0821 and 607.0704, Florida Statutes as of January 30, 1997. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated January 30, 1997.


Richard J. Cherkiss, President

Fax Audit No.

Prepared by:

Kipnis Tescher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Fort Lauderdale, FL 33394
(954)467-1964
Jay Valinsky, Esq. FLA BAR NO. 625019

Fax Audit No. H97000002211 5

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Amendment to the Articles of Incorporation of Banner On My Mind, Inc., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:

/s/Richard J. Cherkiss
Richard J. Cherkiss

Fax Audit No. H97000002211 5

Prepared by: Kipulis Teacher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Fort Lauderdale, FL 33334
(954)467-1964
Jay Valinsky, Esq. FLA BAR NO. 625019