

P96000080925



JOHN M. CAMPBELL

Attorney At Law

September 24, 1996

Division of Corporations
Florida Department of State
The Capitol
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for THE METROMEDIA MARKETING
GROUP, INC.

900001357989
-09/26/96--01063--010
****122.50 ****122.50

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Incorporation for THE METROMEDIA MARKETING GROUP, INC. Please file the original, date stamp the copy and return the copy to me together with the Certificate of Incorporation. A check in the amount of \$122.50 for the filing fee also is enclosed.

If you have any questions or need further information, please do not hesitate to contact me.

Very truly yours,


John M. Campbell

JMC/cjf
Enclosures

FILED
96 SEP 26 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-1-96
KR

**ARTICLES OF INCORPORATION
OF
THE METROMEDIA MARKETING GROUP, INC.**

FILED
35 SEP 25 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of THE METROMEDIA MARKETING GROUP, INC.
under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

THE METROMEDIA MARKETING GROUP, INC.

ARTICLE II. PRINCIPAL OFFICE

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

5551 Vanguard Street
Suite 100
Orlando, Florida 32819

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of
Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the
United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at
any time is Ten Thousand (10,000) shares of Common Stock with a par value of \$.01 per share.
The consideration to be paid for each share shall be fixed by the board of directors and such
consideration may consist of any tangible or intangible property or benefit to the corporation,

including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

ARTICLE VI - PREEMPTIVE RIGHTS

In the event of an increase in the authorized common stock or the sale of such additional common stock by the Corporation, the holders of the common stock of the Corporation, at that time, shall have the exclusive right to subscribe or purchase in proportion to their holdings of common stock so to be issued (as nearly as may be done without issuance of fractional shares). No holder of common stock shall have any right, preemptive or other, to subscribe or purchase any stock of the Corporation of a different kind, class or series of stock of the Corporation. The preemptive rights shall be exercisable only upon such conditions as are prescribed by the Board of Directors. The shareholder shall be required to purchase the shares at the current value at the time of the purchase.

ARTICLE VII. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are:

David D. Allen
5551 Vanguard Street
Suite 100
Orlando, Florida 32819

ARTICLE VIII. BOARD OF DIRECTORS

The corporation shall have the number of directors as determined and elected in accordance with the bylaws. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
David D. Allen	5551 Vanguard Street Suite 100 Orlando, Florida 32819

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of September, 1996.



David D. Allen, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in Article VII, I hereby accept the appointment as registered agent and agree to act in that 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.

Dated this 24th day of September, 1996.



David D. Allen
Registered Agent

FILED
96 SEP 26 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



JOHN M. CAMPBELL

Attorney At Law

Post Office Box 2466 Goldenrod, Florida 32733-2466

City/State/Zip

Phone #

800002312809--4

-10/06/97--01122--013

*****35.00 *****35.00

Office Use Only

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

1. **P96000080925**
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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 checked="" type="checkbox"/>	Change of Registered Agent add
<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

10-9-97

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: The MetroMedia Marketing Group, Inc.

1a. Date of incorporation September 26, 1996 Document number P96 000080925

2. The name and address of the current registered agent and office:

David D. Allen, 5551 Vanguard Street, Suite 100, Orlando, Florida, 32819

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

David D. Allen, 420 Live Oaks Blvd., Building 4, Casselberry, Florida, 32707

The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

SIGNATURE 
(name and title) David D. Allen, President

DATE September 16, 1997

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
(Registered Agent) David D. Allen

DATE September 16, 1997

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

CR2E045 (7-90)

FILING FEE: \$35.00