

**Advertising
Group**

P 96000082165

FILED

96 OCT -2 AM 11: 50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 27, 1996

Secretary of State
Division of Corporations
P.O. Box 6367
Tallahassee, Florida 32314

300001963209
-10/02/96--01082--004
****122.50 ****122.50


Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for ATM Advertising Group, Inc. Also enclosed is a check in the amount of \$122.50 to cover filing costs. Please return a copy to the following address:

ATM Advertising Group
3001 Executive Drive
Suite 150
Clearwater, Florida 34622

Should you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,


Donald Lamb
President

3881 Executive Drive
Suite 150
Clearwater, FL 34622
Tel. 813-573-5551
Fax 813-572-9540
Toll Free 1-888-CASH-ATM
Internet address
<http://www.atmcapital.com>

RH 10/4/96

FILED

96 OCT -2 AM 11:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation will be:

ATM ADVERTISING GROUP, INC.

ARTICLE II PRINCIPLE OFFICE

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

3001 Executive Drive, Suite 150
Clearwater, Florida 34622

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Ten Million Shares (10,000,000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:


Donald Lamb
2840 East Bay Drive, Apt. #261
Belleair Bluffs, FL 33770

ARTICLE V INCORPORATOR(S)

The name(s) and address(es) of the incorporators of this corporation are:

Donald Lamb
2840 East Bay Drive, Apt. #261
Belleair Bluffs, FL 33770

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this _____
30TH day of SEPTEMBER, 1996.


(Signature) _____

FILED

96 OCT -2 AM 11:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

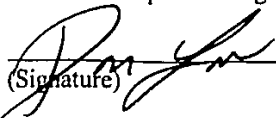
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, 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: ATM ADVERTISING GROUP, INC.
2. The name and address of the registered agent and office is:

Donald Lamb
2840 East Bay Drive, Apt. 261
Belleair Bluffs, FL 33770

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)

SEPTEMBER 30, 1996
(Date)