

996000084933

Joseph D. Maughon  
2203 Collins Street, Suite 203  
Tampa, FL 33607

October 9, 1996

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

800001971988  
-10/11/96--01090--014  
\*\*\*\*122.50 \*\*\*\*122.50

Subject: Articles of Incorporation  
METRO ADWORKS, INC.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the subject company. Please file the original in your office and return one certified copy to me.

Also please find a check in the amount of \$122.50 for the following:

\$35.00	Filing Fee
\$35.00	Registered Agent Fee
<u>\$52.50</u>	Certified Copy

\$122.50

Sincerely,

  
JOSEPH D. MAUGHON

Enclosures

OCT 15 1996

BSB

FILED  
96 OCT 11 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**METRO ADWORKS, INC.**

**FILED**  
96 OCT 11 AM 11:36  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida General Business Act, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE**

The name of the Corporation is **METRO ADWORKS, INC.**

**ARTICLE TWO**

The period of duration is perpetual.

**ARTICLE THREE**

The purpose or purposes for which the Corporation is organized are:

- (a) To engage in the business of an advertising agency.
- (b) To do everything necessary, reasonable, proper, advisable and/or convenient for the accomplishment or furtherance of such purposes.
- (c) To be, or to include, the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE FOUR**

The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 1,000 shares at the par value of \$.01 each.

Holders of shares of said common stock from original issue shall be entitled to preemptive rights to acquire unissued or treasury shares of any class of stock of the Corporation which may at any time be authorized or held, and all unissued and treasury shares may be

offered and sold in accordance with the resolution of the Board of Directors only after first offering the same to any of the then existing shareholders.

The shareholders of the Corporation shall be entitled to one (1) vote for each share of stock owned to the election of each individual nominee for director and on all other matters voted on at any stockholders' meeting and shall not be entitled to cumulate such voting rights on the election of directors.

#### **ARTICLE FIVE**

The principal office of the corporation is 2203 Collins Street, Suite 203, Tampa, Florida 33607.

#### **ARTICLE SIX**

The post office address of the Corporation's initial registered office is 2203 Collins Street, Suite 203, Tampa, Florida 33607, and the name of its initial registered agent at such address is Joseph D. Maughon.

#### **ARTICLE SEVEN**

The number of Directors of the Corporation may be fixed by the Bylaws. The number of directors constituting the initial Board of Directors is one (1) and the name and addresses of the persons who are to serve as directors until the organizational meeting of the shareholders or until their successors are elected and qualified are:

Joseph D. Maughon  
2203 Collins Street, Suite 203  
Tampa, FL 33607

#### **ARTICLE EIGHT**

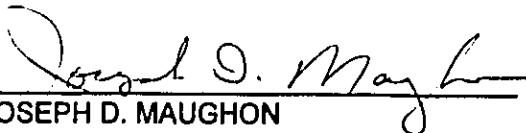
The name and address of the incorporator is:

Joseph D. Maughon  
2203 Collins Street, Suite 203  
Tampa, FL 33607

**ARTICLE NINE**

The Board of Directors is expressly authorized to make, alter, or amend the Bylaws of this Corporation or to adopt new Bylaws.

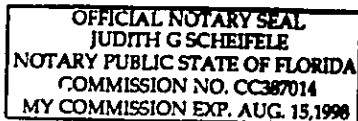
IN WITNESS WHEREOF, I have hereunto set my hand this the 8<sup>th</sup> day of October, 1996.

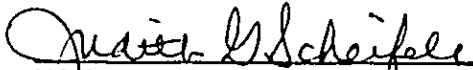
  
JOSEPH D. MAUGHON

THE STATE OF FLORIDA       )  
  )  
COUNTY OF HILLSBOROUGH   )

I, a Notary Public in and for said County and State, do hereby certify that on this the 8<sup>th</sup> day of October, 1996, personally appeared before me JOSEPH D. MAUGHON, who, being by me first duly sworn, declared that he is the incorporator of METRO ADWORKS, INC., that he signed the foregoing document as Articles of Incorporation of the Corporation, and that the statements therein are true.

SUBSCRIBED AND SWORN TO BEFORE ME, on this the 8<sup>th</sup> day of October, 1996.



  
NOTARY PUBLIC IN AND FOR  
HILLSBOROUGH COUNTY, FLORIDA

I, JOSEPH D. MAUGHON, certify that having been named the initial registered agent for METRO ADWORKS, INC., hereby accept such status and agree to comply with the applicable laws and statutes.

DATED: October 8, 1996

Joseph D. Maughon  
JOSEPH D. MAUGHON

FILED  
96 OCT 11 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA