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TO: Florida Secretary of State, Division of Corporations  
FROM: Incorporators of James N. Shaheen and Associates, Incorporated  
DATE: November 13, 1996  
RE: Corporate Formation

We submit an original and two copies of the following documents for the purpose of forming James N. Shaheen and Associates, Incorporated under the Florida Business Corporations Act:

- Articles of Incorporation of James N. Shaheen and Associates, Incorporated; and
- Certificate of Designation of Registered Agent and Registered Office of James N. Shaheen and Associates, Incorporated.

Please find within a check in the amount of \$122.50 to cover fees for filing these two documents (\$35 each) and for obtaining a certified copy of the State's filing of these documents (\$52.50).

Please forward the certified copy of the State's filing, and a receipt for the cost of the filing, to the following address:

James N. Shaheen  
436 Buckingham Place  
Downers Grove, IL 60516.

Thank you for your assistance in this matter.

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*[Signature]* 11/15

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**JAMES N. SHAHEEN AND ASSOCIATES, INCORPORATED**

The undersigned, acting as incorporators of James N. Shaheen and Associates, Incorporated, under the Florida Business Corporations Act, hereby adopt the following Articles of Incorporation for such company.

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**ARTICLE I. CORPORATE NAME.**

The name of this corporation is James N. Shaheen and Associates, Incorporated (hereinafter "The Corporation").

**ARTICLE II. MISSION.**

The Corporation's primary objectives are as follows:

- to provide consulting services on the acquisition and disposition of companies and/or business assets in the advertising industry and in other related industries;
- to provide consulting services on strategic business operations and management within the advertising industry and other related industries;
- to conduct any other business or activity which the Executive Officers determine to pursue, provided that such business or activity is not forbidden by the laws of the United States or of the State of Florida; and
- to acquire, own, manage, and sell any assets, and to take any action necessary, proper, advisable, or convenient to accomplish the above objectives, provided that such conduct is not forbidden by the laws of the United States or of the State of Florida.

**ARTICLE III. EFFECTIVE DATE AND DURATION.**

The formation of The Corporation shall become effective upon the Florida Department of State's filing of its Articles of Incorporation. The Corporation shall continue in existence in perpetuity.

#### ARTICLE IV. CAPITAL.

**Authorized Shares.** The Corporation shall have the authority to issue up to 1,000 shares of Capital Stock.

**Initial Issue.** The Corporation shall issue 500 shares of Capital Stock to its initial contributing shareholders. It shall issue such shares in exchange for \$5,000 total cash consideration, such that each initial outstanding share of Capital Stock shall have an initial value of \$10 per-share. The Corporation may but need not issue share certificates when issuing shares of its Capital Stock.

**Stated Capital.** The sum of the value of all shares of The Corporation's issued and outstanding Capital Stock shall be the stated value of The Corporation at any particular time.

**Classes of Stock.** The Corporation shall not divide its shares of Capital Stock into classes. Consequently, each share of Capital Stock shall accord an equal voting right and shall represent an equivalent interest in The Corporation.

**Dividends.** The Corporation may make distributions to its shareholders when and as declared by its Executive Officers, provided that any such distribution comply with Florida Statutes Section 607.06401. Distributions from The Corporation may be in cash, in property, or in shares of authorized but as yet unissued Capital Stock; each and every distribution from The Corporation must be pro-rata to all shareholders.

#### ARTICLE V. BYLAWS.

Within a reasonable period of time, not to exceed four weeks, after formation of The Corporation, the company's initial shareholders shall adopt corporate bylaws for the concern. For this purpose, The Corporation's "initial shareholders" shall refer to those shareholders who contribute capital to The Corporation within two weeks after the effective date of the corporate formation.

#### ARTICLE VI. INCORPORATORS, DIRECTORS, OFFICERS, AND OFFICE.

**Incorporators.** The names and addresses of The Corporation's initial incorporators are as follows:

- James N. Shaheen  
436 Buckingham Place  
Downers Grove, Illinois 60516;

- Nancy L. Shaheen  
436 Buckingham Place  
Downers Grove, Illinois 60516.

**Directors.** Pursuant to Florida Statutes Section 607.0732, The Corporation shall not have a board of directors.

**Officers.** The Corporation shall have a group of Executive Officers, which shall consist at least of the positions of Chief Operating Officer and Secretary.

**Office.** The initial street address in Florida of The Corporation's initial registered office, and The Corporation's principal office in Florida, is as follows:

- 1901 Brickell Avenue  
Apartment B-1007  
Miami, FL 33129.

The name of The Corporation's initial registered agent at such address is William M. Shaheen.

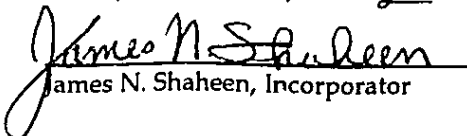
#### ARTICLE VII. SHAREHOLDER VOTE.


Any corporate action requiring explicit approval of the shareholders shall require an affirmative majority vote by such shareholders. Wherever referred to in these Articles of Incorporation, the term "majority" shall mean three-fourths of all shares of Capital Stock.

#### ARTICLE VIII. AMENDMENT.

Upon a majority vote of the Capital Stock, the shareholders of The Corporation shall have the right to alter, amend, or repeal these Articles of Incorporation, either in whole or in part.

In witness hereof, the undersigned have made, executed, and subscribed the above Articles of Incorporation for The Corporation at 436 Buckingham Place, Downers Grove, Illinois, 60516, on the 2<sup>nd</sup> day of November, 1996.

  
James N. Shaheen, Incorporator

  
Nancy L. Shaheen, Incorporator

**JAMES N. SHAHEEN AND ASSOCIATES, INCORPORATED**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT and REGISTERED OFFICE**

Pursuant to Florida Statutes Section 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to designate its registered agent and registered office within the State of Florida.

- I. The name of the corporation is James N. Shaheen and Associates, Incorporated.
- II. The name and address of the corporation's registered agent and registered office are as follows:
- William M. Shaheen  
1901 Brickell Avenue, Apartment B-1007  
Miami, FL 33129.

By: James N. Shaheen  
James N. Shaheen, Chief Operating Officer

Date: November 2nd, 1996  
November 2, 1996

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Having been named as registered agent, and to accept service of process for the above-stated corporation at the location 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.

By: William M. Shaheen  
William M. Shaheen

Date: November 13, 1996  
November 13, 1996