



7600 Massachusetts Avenue
New Port Richey, Florida 34653
(813) 846-7221 • FAX 846-8907

FILED
JAN 29 PM 1:59
TALLAHASSEE, FLORIDA

January 24, 1997

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

RE: Incorporation of The Stratagem Group, Inc.

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation to be filed for The Stratagem Group, Inc. A check for one hundred twenty-two dollars and fifty cents (\$122.50) is to be applied to this filing as follows:

\$35.00 Filing Fee
\$35.00 Designation of Registered Agent
\$52.50 Certified Copy

Your prompt attention to this filing is greatly appreciated.

Thank you.

Sincerely,

Malcolm A. Teasdale

Enclosures: Articles of Incorporation, \$122.50 check

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F. G. G. G. FEB 3 1997

ARTICLES OF INCORPORATION
OF
THE STRATAGEM GROUP, INC.

WE, the undersigned, being desirous of forming a corporation under the provisions of Chapter 608 of the Florida Statutes governing corporations for profit do propose and agree to the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be THE STRATAGEM GROUP, INC.

ARTICLE II. LOCATION

The address of the registered office of this corporation shall be 7600 Massachusetts Avenue, in the City of New Port Richey, County of Pasco, Florida 34653. The name of its Registered Agent at that address is Malcolm A. Teasdale. The address of the principal office is 7600 Massachusetts Avenue, New Port Richey, FL 34653

ARTICLE III. PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and of this State including but not limited to the sales of advertising and marketing services.

ARTICLE IV. AUTHORIZED STOCK

The total number of shares of stock which this corporation shall have authority to issue is One thousand (1,000) shares which shall consist of One thousand (1,000) shares of common stock at One Dollar (\$1.00) per share.

ARTICLE V. INITIAL CAPITAL

This corporation shall begin business with initial capital in the amount of Five hundred (\$500.00) Dollars.

ARTICLE VI. TERM OF EXISTENCE

This corporation shall have perpetual existence, unless dissolved by law.

ARTICLE VII. DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors. The total number of Directors shall not be less than one (1), but may be any number in excess thereof.

The Board of Directors, who shall serve until the next election is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Malcolm A. Teasdale	7600 Massachusetts Avenue New Port Richey, FL 34653

ARTICLE VIII. SUBSCRIBERS

The name and address of the subscriber to these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Malcolm A. Teasdale	7600 Massachusetts Avenue New Port Richey, FL 34653

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ARTICLE IX. OFFICERS

The officers of this corporation shall be President, Secretary and Treasurer and such other officers as may be provided for in the By-Laws. The affairs of the corporation are to be managed by such officers.

The officers shall be elected annually at the official Annual Meeting of the Board of Directors of the corporation, and shall serve for a period of one (1) year or until the election of a successor, or until such time as the officer resigns, or until recalled as provided for in the By-Laws.

The names of the officers, whose addresses above are:

Malcolm A. Teasdale PRESIDENT/TREASURER/SECRETARY

ARTICLE X. AMENDMENTS AND BY-LAWS

Section 1. These Articles of Incorporation may be amended at a special meeting of the stockholders called for that purpose by two-thirds vote of those present.

Section 2. By-Laws for the conduct of the business and affairs and the carrying out of the purposes of this corporation may be made, amended, altered, or rescinded by a majority vote of the members of the Board of Directors.

IN WITNESS WHEREOF, the undersigned have subscribed their names and affixed their seals to these Articles of Incorporation this 24th day of January, 1997.

Signed, sealed and delivered in the presence of:

Valerie Latzy
WITNESS VALERIE LATZY

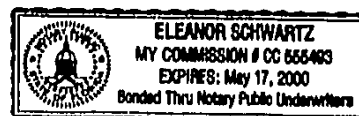
Malcolm A. Teasdale
Malcolm A. Teasdale
FL DL# T234-541-60-229

STATE OF FLORIDA)
) SS:
COUNTY OF PASCO)

I HEREBY CERTIFY that on this, the 24th day of January, 1997, personally appeared before me, the undersigned authority, Malcolm A. Teasdale, to me well known and known to me to be the persons described herein and who executed the foregoing Articles of Incorporation, and who acknowledged the execution to be their free and voluntary act and deed for the purposes therein set forth and expressed.

WITNESS my hand and seal in the State and County aforesaid, the day and year written above.

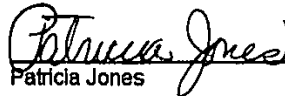
Eleanor Schwartz
NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—That THE STRATAGEM GROUP, INC. desiring to organize under the laws of the State of Florida, with its principle office, as designated in the Articles of Incorporation as City of New Port Richey, County of Pasco, State of Florida, has named Patricia Jones, located at 4743 U. S. Highway 19, New Port Richey, FL 34652 as its agent to accept service of process with this State.


Patricia Jones

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Patricia Jones
REGISTERED AGENT

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