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BRUCE A. HOCHSTETLER

ATTORNEY AT LAW  
213 SILVER BEACH AVENUE, SUITE 1  
DAYTONA BEACH, FLORIDA 32118-4837

January 21, 1997

BARS ADMITTED:  
OHIO  
FLORIDA

GENERAL PRACTICE OF LAW  
(904) 252-2640  
FAX: (904) 253-7802

Department of State  
Division of Corporations  
Corporate Records Bureau  
P. O. Box 6327  
Tallahassee, Florida 32301

400002081504--5  
-02/07/97--01066--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ADZ On Line, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$35.00
Certified copy	\$52.50
Registered Agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you for your cooperation in this matter.

Sincerely yours,

*Bruce A. Hochstetler*  
BRUCE A. HOCHSTETLER

BAH:ad  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB -7 AM 10:20

97/2/10/97

**ARTICLES OF INCORPORATION  
OF**

**ADZ On Line, Inc.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I: NAME**

The name of the corporation shall be:

ADZ On Line, Inc.

The principal place of business of this corporation shall be:

3 Parkside Way  
Ormond Beach, Florida 32174

**ARTICLE II: NATURE OF BUSINESS**

This corporation may engage or transact in any of all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

**ARTICLE III: CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock, having a (\$0.01) par value.

**ARTICLE IV: REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 3 Parkside Way, Ormond Beach, FL 32174, and the name of the initial registered agent of the corporation at that address is Amy C. Wiley.

#### **ARTICLE V: TERM OF EXISTENCE**

This corporation shall exist perpetually.

#### **ARTICLE VI: PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price for which it is offered to others.

#### **ARTICLE VII: SPECIAL PROVISION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### **ARTICLE VIII: DIRECTORS**

This corporation shall have two directors initially. The name and address of the initial member of the Board of Directors is:

**Dee Morgan, 3 Parkside Way, Ormond Beach, FL 32174**  
**Amy C. Wiley, 3429 Country Manor Drive, Port Orange, FL 32119**

#### **ARTICLE IX: INCORPORATION**

The name and street address of the incorporators to these Articles of Incorporation is:

**Dee Morgan, 3 Parkside Way, Ormond Beach, FL 32174**  
**Amy C. Wiley, 3429 Country Manor Drive, Port Orange, FL 32119**

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 31 day of January, 1997.

Dee Morgan  
Dee Morgan

Amy C. Wiley  
Amy C. Wiley

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Having been named as registered agent for the above stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties obligations of Florida Statutes §607.0505.

Amy C. Wiley  
Registered Agent

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared Dee Morgan (well known to me) as the person described in and who executed the foregoing instrument and acknowledged to and before me that she executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this 31 day of January, 1997 in the County and State first above written.

Amy N. De Macio  
NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF VOLUSIA



Amy N. De Macio  
MY COMMISSION # CC497874 EXPIRES  
September 24, 1999  
BONDED THRU TROY FARM INSURANCE, INC.

BEFORE ME, the undersigned authority, personally appeared Amy C. Wiley (well known to me) as the person described in and who executed the foregoing instrument and acknowledged to and before me that she executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this 31 day of January, 1997 in the County and State first above written.

Amy N. De Macio  
NOTARY PUBLIC



Amy N. De Macio  
MY COMMISSION # CC497874 EXPIRES  
September 24, 1999  
BONDED THRU TROY FARM INSURANCE, INC.