

9970000021507

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

97 MAR 10 PM 12:23
FBI

RE: American Public
Dialogue, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY APP

WALK-IN Will Pick Up 3/10 1100

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....
\$

RECEIVED
97 MAR 10 AM 9:55
DIVISION OF CORPORATION

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 10% per Annum.

THANK YOU
from
Your Capital Connection

David H. McQuaig

Attorney At Law

5515-3 PHILIPS HIGHWAY
JACKSONVILLE, FLORIDA 32207
(904) 828-0085
(904) 828-0083/FAX

March 7, 1997

Secretary of State
Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

Re: AMERICAN PUBLIC DIALOGUE, INC.

Dear Sir/Madam:

Enclosed please find the executed copy of the Articles of Incorporation for AMERICAN PUBLIC DIALOGUE, INC.. Please file this copy and return a confirmation letter stating the date of filing and document number. Also, please fax us a copy of the Articles with the document number printed on it and showing that they were filed on Monday, March 10, 1997.

Our firm check in the amount of \$70.00 is enclosed to cover the filing fees.

If you should have any questions, please do not hesitate to call.

Sincerely,

David H. McQuaig/CRD

David H. McQuaig

DHM/crs
Enclosure

*Articles
of
Incorporation
of
American Public Dialogue, Inc.*

FILED

97 MAR 10 PM 12:23

CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE I. NAME: The name of this corporation is:

AMERICAN PUBLIC DIALOGUE, INC.

**Whose mailing address is: 2117 University Blvd. South
Jacksonville, Florida 32216**

ARTICLE II. DURATION: This corporation shall have a perpetual existence.

ARTICLE III. PURPOSE: The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is: 500 shares of common stock, each share having a par value of \$1.00.

ARTICLE V. FUTURE STOCK ISSUES: In the event of an issue of nonissued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or her right to subscribe shall inure to the benefit of the other stockholders. Written notice of intention to issue non-issued capital stock or new stock shall be given by the corporation to all stockholders and the stockholders shall notify the corporation of their intention to subscribe within thirty (30) days after such notice.

ARTICLE VI. REGISTERED AGENT: The initial registered agent for this corporation is David H. McQuaig and the initial registered office is located at 5515-3 Philips Highway, Jacksonville, Florida 32207.

ARTICLE VII. DIRECTORS: The corporation shall have three (3) directors initially, whose names and street addresses are as follows:

Bruce Barcelo
1625 River Oaks Road
Jacksonville, FL 32207

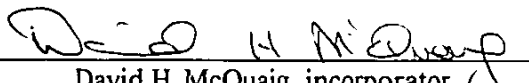
Joseph D. Schmidt
3924 Ortega Blvd.
Jacksonville, FL 32210

John Libby
3852 Concord Street
Jacksonville, FL 32205

ARTICLE VIII. INCORPORATORS: The name and address of the incorporator of this corporation is as follows:

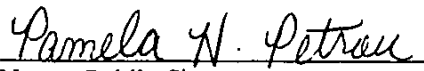
David H. McQuaig
5515-3 Philips Highway
Jacksonville, FL 32207

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 6th day of March, 1997.


David H. McQuaig, incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Articles of Incorporation were acknowledged before me this 6th day of March, 1997, by David H. McQuiag, who is personally known to me and who did not take an oath.

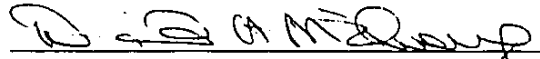

Notary Public Signature
Name of Notary Public:
My Commission Expires:
My Commission Number:



Pamela H Petrou
My Commission CC570679
Expires Aug. 28, 2000

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



David H. McQuaig, Registered Agent

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