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**BIVENS, JONES, BRANNON & ASSOCIATES**

**Attorneys and Counselors at Law**

1543 Kingsley Ave. #18-B  
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Burney Bivens, Esq.  
\*Athiel (Josh) Jones, Esq.  
Grayling E. Brannon, Esq.  
Lester B. Bass, Esq.  
Henry Pierce Mowry, Esq.

\*Also Admitted in New York

March 5, 1997

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

700002109187--4  
-03/11/97-01015-012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: TC Advertising, Inc.

Dear Florida Department of State:

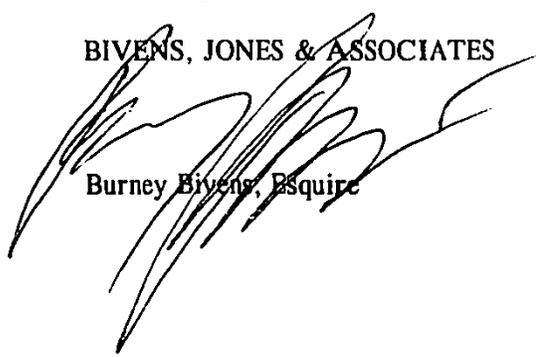
Please find enclosed the Articles of Incorporation for TC Advertising, Inc., along with a check in the amount of \$70.00 to cover the cost of the filing fee.

Please expedite the filing of these articles and return a filed copy to my office in the self-addressed stamped envelope provided.

Thank you for your cooperation.

Yours truly,

BIVENS, JONES & ASSOCIATES



Burney Bivens, Esquire

BB/mae  
Enclosures

97 MAR 17 PM 1:08  
FL STATE  
CORPORATIONS

3/14/97

ARTICLES OF INCORPORATION  
OF  
TC ADVERTISING, INC.

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FILED  
SECRETARY OF STATE  
CORPORATIONS  
97 MAR 12 PM 1:00

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is TC Advertising, Inc..

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of advertising for restaurants, golf courses and other places of entertainment and any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is 7,500 shares of capital stock for the par value of \$1.00 per share. The sum of \$7,500.00, the par value of all shares of capital stock of the corporation that have been issued, shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes, and the corporation is not authorized

to issue shares in series.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of the corporation is located in Clay County, Florida, and the address is 1726 Kingsley Avenue, 2nd Floor, Orange Park, Florida 32073. The name of the initial registered agent is Burney Bivens, Esquire, and the initial registered office is 1543 Kingsley Avenue, Suite 18-B, Orange Park, Florida 32073.

#### ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of one member(s) who need not be a resident of the State of Florida or a shareholder of the corporation.

#### ARTICLE VII INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Christopher R. Susalka	1726 Kingsley Avenue, 2nd Floor Orange Park, Florida 32073

#### ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Burney Bivens, Esquire	1543 Kingsley Avenue, Suite 18-B Orange Park, Florida 32073

#### ARTICLE IX - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

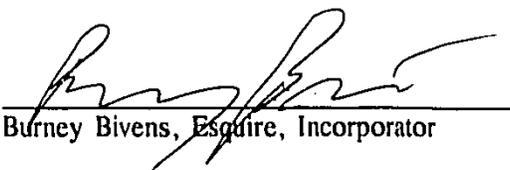
#### ARTICLE X - CUMULATIVE VOTING

The shareholders of the corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice-President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

#### ARTICLE XI - SECTION 1244

This corporation and the shareholders hereof shall be subject to Section 1244 of the United States Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Orange Park, Clay County, Florida, on this 12<sup>th</sup> day of February, 1997.

  
Burney Bivens, Esquire, Incorporator

STATE OF FLORIDA )

COUNTY OF CLAY )

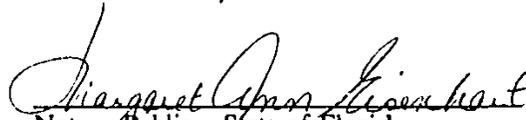
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FILED  
SECRETARY OF STATE  
CORPORATIONS

97 MAR 10 PM 1:00

BEFORE ME, the undersigned authority, personally appeared BURNEY BIVENS, ESQUIRE, who is well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange Park, Clay County, Florida, on this 17<sup>th</sup> day of February, 1997.

  
Notary Public - State of Florida  
My Commission Expires:



MARGARET ANN EISENHART  
My Commission CC377341  
Expires Jun. 01, 1998  
Bonded by ANB  
800-952-5878

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts his designation as registered agent for TC Advertising, Inc.

  
Burney Bivens, Esquire  
Registered Agent