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MITCHELL & CONDON, P. A.

ATTORNEYS AT LAW

FILED

WILMER H. MITCHELL
THOMAS F. CONDON

130 EAST GOVERNMENT STREET
PENSACOLA, FLORIDA 32501

97 MAR 17 AM 8:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(904) 434-3571
FAX (904) 432-1116

March 10, 1997

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***70.00 ***70.00

Florida Secretary of State
The Capitol
Tallahassee, FL 32399

Attention: Corporations Division

Dear Sir:

We enclose for filing the Articles of Incorporation of
FRANK ADVERTISING INC., along with a check in the amount of
\$70.00 to cover the following:

Filing fee	\$ 35.00
Registered Agent Cert.	35.00
	<u>\$ 70.00</u>

Yours sincerely,

Wilmer H. Mitchell

WILMER H. MITCHELL

WHM/ss

PH
3/21/97

ARTICLES OF INCORPORATION
OF
FRANK ADVERTISING AND NEW MEDIA, INC.

FILED
97 MAR 17 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3-12-97

We, the undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is FRANK ADVERTISING AND NEW MEDIA, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. The principal purpose of the corporation is public relations and sales through web site design and marketing.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, having a One Dollar (\$1.00) par value per share.

ARTICLE IV. TERM OF EXISTENCE

The date when corporate existence shall begin shall be the date on which these Articles of Incorporation are

subscribed and acknowledged. This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The address in this state of the principal office of this corporation is 1516 East Lloyd Street, Pensacola, FL 32503.

ARTICLE VI. DIRECTORS

This corporation shall have three (3) directors. The number of directors may be increased or diminished from time to time by By-Laws adopted by the shareholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors are:

Perry J. Koll
2831 Webster Street
San Francisco, CA 94123

Peter E. Cowley
1516 East Lloyd Street
Pensacola, FL 32503

Fredrick M. Wright
10441 Betmark Road
Pensacola, FL 32534

ARTICLE VIII. SUBSCRIBERS

The names and street addresses of the persons signing these Articles of Incorporation as incorporators are:

Perry J. Koll
2831 Webster Street
San Francisco, CA 94123

Peter E. Cowley
1516 East Lloyd Street
Pensacola, FL 32503

Fredrick M. Wright
10441 Betmark Road
Pensacola, FL 32534

ARTICLE IX. REGISTERED AGENT

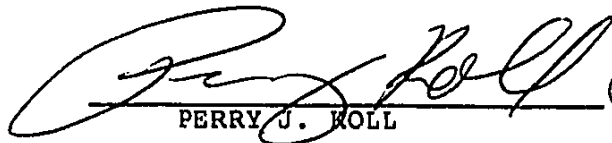
The name and address of the Registered Agent for this corporation is:

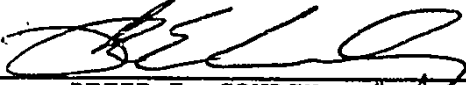
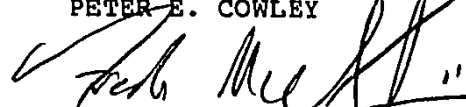
Wilmer H. Mitchell
130 East Government Street
Pensacola, Florida 32501

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to a vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

THE UNDERSIGNED, for the purposes of forming a corporation under the laws of the State of Florida, do make, file and record these Articles of Incorporation, and do certify that the facts herein stated are true; and have accordingly set their hands and seals hereunto this 12 day of March, 1997.

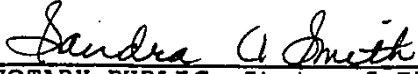
 (SEAL)
PERRY J. KOLL

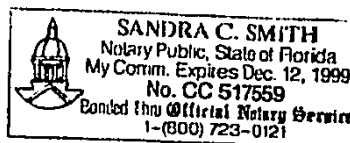
 (SEAL)
PETER E. COWLEY
 (SEAL)
FREDRICK M. WRIGHT

STATE OF FLORIDA

COUNTY OF ESCAMBIA

On this 12th day of March, 1997, before me personally appeared PERRY J. KOLL, PETER E. COWLEY, and FREDRICK M. WRIGHT, personally known to me or who have produced drivers' licenses for identification, and acknowledged that they executed the foregoing Articles of Incorporation for the uses and purposes therein set forth.


NOTARY PUBLIC, State of Florida



STATE OF FLORIDA
Office of Secretary of State

FILED
97 MAR 17 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, having been designated as Agent for the service of process within the State of Florida upon FRANK AND NEW MEDIA, ADVERTISING/ INC., a corporation organized under the laws of the state of Florida, does hereby accept the appointment as such Agent for the above named corporation. The location of the office of said corporation is 1516 East Lloyd Street, Pensacola, FL 32503. The office of the Registered Agent for service of process is 130 East Government Street, Pensacola, Florida 32501.

IN WITNESS WHEREOF, the name and seal of the said Registered Agent is hereunto affixed at Pensacola, Florida, this 12th day of March, 1997.

 (SEAL)
WILMER H. MITCHELL