

P97000032218

S

10:22 AM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000005789 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: NATIONAL COMMUNICATIONS MARKETING, INC.

AUDIT NUMBER.....H97000005789

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

FILED DATE
4-8-97

NUM CAPS Connect: 00:06:23

FILED
97 APR -9 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5
EFFECTIVE DATE

4-8-97
ARTICLES OF INCORPORATION

FILED

H 9700000578

OF

NATIONAL COMMUNICATIONS MARKETING, INC.

97 APR -9 PM 2:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is National Communications Marketing, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on April 8, 1997.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPLE OFFICE

The street address of the initial registered office of this Corporation is 10631 Maple Chase Drive, Boca Raton, Florida 33498 and the name of the initial registered agent of this Corporation at that address is Thomas E. Murray. The street address of the principle office is 10631 Maple Chase Drive, Boca Raton, Florida 33498.

Prepared by:

E. Gerald Block, C.P.A., P.A.
2400 E. Commercial Boulevard, #719
Fort Lauderdale, Florida 33308
(954) 776-0100

H 9700000578

H 97000005789

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never have less than one (1). The name and address of the initial Director of this Corporation is:

Thomas E. Murray
10631 Maple Chase Drive
Boca Raton, Florida 33498

ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the person(s) signing these Articles is (are):

Thomas E. Murray
10631 Maple Chase Drive
Boca Raton, Florida 33498

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

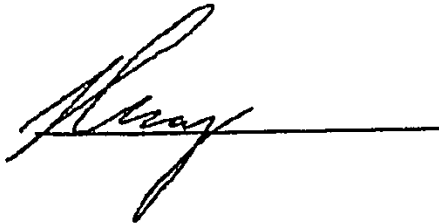
ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Article of Incorporation on this 8th day of April, 1997.



H 97000005789

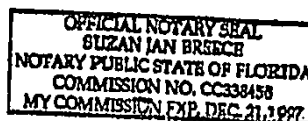
H 97000005789

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 8th
day of April, 1997, by Thomas E. Murray, who is personally
known to me or who has produced a driver's license as identification and
who did take an oath.

sign Suzan Jan Breece
print SUZAN JAN BREECE

State of Florida at Large
My Commission Expires:



H 97000005789

H 97000005789

FILED

97 APR -9 PH 2:18

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

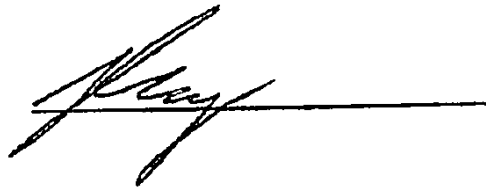
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First: National Communications Marketing, Inc. desiring to be organized under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Boca Raton, County of Broward, State of Florida, has named Thomas E. Murray, whose business office is located at 10631 Maple Chase Drive, Boca Raton, Florida 33498 as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the 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.



H 97000005789