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FILED

TRANSMITTAL LETTER

97 JUN -2 AM 8 02

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: AAA AD-MAPL South, Inc.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

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-06/02/97--01129--003
***122.50 ***122.50

FROM:

S. Keller
Name
4460 Carver Street
Address
Lake Worth, FL 33461
City, State, & Zip
(561) 434-9111
Telephone Number

Note: Additional copy of articles is needed only when certified copy is requested.

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ARTICLES OF INCORPORATION
OF
AAA AD-MAIL SOUTH, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be **AAA AD-MAIL SOUTH, INC.**

ARTICLE II

DURATION

This Corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE III

GENERAL NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the State of Florida; said corporation's primary purpose shall be in the field of direct mail advertising.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$1.00 par value common stock,
to be owned as follows: 100% to be owned by the President.

ARTICLE V
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation is: P.O. Box 15852,
West Palm Beach, Fl. 33416 with the privilege of having branch offices at other
places within or without the State of Florida.

ARTICLE VI
OFFICERS AND DIRECTORS

The names and post office address of the initial officers and directors who shall hold
office for the first year of the corporation's existence or until their successors are elected are:
Gregory Myers[↑]**KNIGHT** (President) 8148 C Bridgewater Court, West Palm Beach, Fl. 33406.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles is:

Gregory Myers Knight
8148 C Bridgewater Court
West Palm Beach, Fl. 33406

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the initial registered office of this Corporation is:


**Gregory Myers Knight
8148 C Bridgewater Court
West Palm Beach, Fl. 33406**

ARTICLE IX BY-LAWS

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

ARTICLE X AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.


GREGORY MYERS KNIGHT (PRESIDENT)

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 29TH Day of May, 1997.



Gregory Myers Knight

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared GREGORY MYERS KNIGHT, who after being first duly sworn, deposes and states, that he signed the foregoing Articles of Incorporation for the purposes stated therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 29th day of May, 1997.



NOTARY PUBLIC

My commission expires:



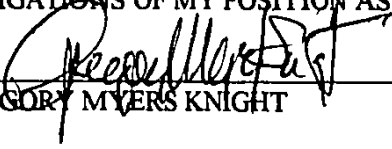
SILVIA KELLER
My Comm Exp. 5/03/2001
Bonded By Service Ins.
No. CC635381
(V) Personally Known (1) Other I.D.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT /REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **AAA AD-MAIL SOUTH, INC.**
2. The name and address of the registered agent and office is:
GREGORY MYERS KNIGHT
8148 C. Bridgewater Court
West Palm Beach, Fl. 33406

I HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT
AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



GREGORY MYERS KNIGHT

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CLERK OF STATE
TALLAHASSEE, FLORIDA