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LAW OFFICES

YETTER & ZAREMBA, P.A.

408 THIRTEENTH STREET WEST

BRADENTON, FLORIDA 34205

DONALD W. YETTER
FRANK W. ZAREMBA

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FAX (941) 749-0657

July 8, 1997

Secretary Of State
ATTENTION: Division Of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
JUL 10 AM 8:52
TALLAHASSEE, FLORIDA

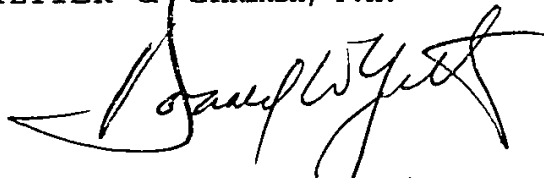
Re: Southern Pro Marketing, Inc.

Ladies and Gentlemen:

Please find enclosed herewith the Articles Of Incorporation of the above captioned corporation which I ask that you please file and assign a charter number. I also request that you please certify the enclosed photocopy of the Articles and return same to my office. I have enclosed my firm's Trust Check in the amount of \$122.50 to cover the costs of the foregoing.

Sincerely,

YETTER & ZAREMBA, P.A.



DONALD W. YETTER, Esquire

/dk

Enclosures

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P. ONE

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ARTICLES OF INCORPORATION
OF
SOUTHERN PRO MARKETING, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

THE NAME of the Corporation shall be SOUTHERN PRO MARKETING, INC.

THE PRINCIPAL place of business of this Corporation shall be 8312 - 18th Avenue East, Palmetto, Manatee County, Florida 34221.

ARTICLE II - DURATION

THE EXISTENCE of this Corporation shall be in perpetuity.

ARTICLE III - PURPOSE

THIS CORPORATION is organized for the purpose of providing marketing and advertising services to the general public.

THIS CORPORATION shall also do any lawful business in the State of Florida and in the United States of America and in any foreign country and expand the business into as many diversified fields of endeavor for profit, which shall be lawful under the Statutes of the State of Florida now or as the said Statutes shall be amended.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V - POWERS

THIS CORPORATION shall have the following powers:

1. All powers given to the Corporation under Florida Statute 607 in its present form or as it may be hereafter amended, to exercise all powers that are presently conferred by law upon the Corporation, to do any and all things to the same extent as a natural person might or could do, and to enjoy all powers necessary and proper to effectuate the purpose of this Corporation.

2. To sue and be sued, complain and defend in its corporate name and in all actions or proceedings.

3. To have or use a Corporate Seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

4. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein wherever situated, tangible or intangible.

5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

6. To lend money to, guarantee any obligation of, or otherwise assist any Officer or other employee of the Corporation, or of any subsidiary, including any Officer or employee who is a Director of the Corporation or of any subsidiary whenever, in the judgment of the Directors, such loan, guaranty or assistance may

reasonably be expected to benefit the Corporation. Any loan so authorized may be with or without interest, secured or unsecured, without limitations, including a pledge of shares of stock of the Corporation. This power is in addition to any other powers given at a common law or under any Statutes of the State of Florida.

7. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

8. To make contracts and guarantee and incur liabilities borrow money at such rates or interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

9. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property or security for the payment of funds so loaned or invested.

10. To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within or without the State of Florida.

11. To elect or appoint Officers and agents of the Corporation and define their duties and fix their compensation.

12. To make and alter ByLaws, not inconsistent with its Articles Of Incorporation or with the Laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

13. To make donations for the public welfare or for charitable, scientific or educational purposes.

14. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees and for any or all of the Directors, Officers and employees of its subsidiaries.

16. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

17. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE VI - STOCKHOLDER RIGHTS

EACH HOLDER of common stock that has been properly issued and is currently outstanding shall have the right to participate ratably in the earnings by way of dividends, when, as and if declared by the Directors, usually in the exercise of their discretion, out of legally available funds. Moreover, each Shareholder has the right to participate in the net assets (after satisfying liabilities to creditors) upon liquidation and the right to participate ratably in the control of the Corporation by

one vote (non cumulative) per share. 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 VII - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase a pro rata share of any new issue. Any and all preemptive rights are specifically prohibited under this Article.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

THE STREET address of the initial registered office of the Corporation is 8312 - 18th Avenue East, Palmetto, Florida 34221.

THE NAME of the initial Registered Agent of this Corporation is GEORGE JR. AURIEMMA.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

THIS CORPORATION shall have two (2) Directors initially. The maximum number of Directors of this Corporation shall be ten (10) and the number of Directors may be either increased or decreased from time to time by the ByLaws but shall never be less than one (1).

THE NAMES AND addresses of the initial Directors of this Corporation are:

GEORGE JR. AURIEMMA
8312 - 18th Avenue East
Palmetto, Florida 34221;

ANGELINE D. AURIEMMA
8312 - 18th Avenue East
Palmetto, Florida 34221.

ARTICLE X - INCORPORATOR

THE NAME AND address of the person signing these Articles of Incorporation is GEORGE JR. AURIEMMA, 8312 - 18th Avenue East, Palmetto, Florida 34221.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS of Shareholders may be called by the Directors and the holders of not less than one-third (1/3) of the shares entitled to vote and other persons or groups may be entitled to call a special meeting of the Shareholders as may be authorized in the ByLaws.

ARTICLE XII - POWERS RESTRICTED

THIS CORPORATION shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this Corporation shall not have the power to issue and create stock rights and stock options except as approved by the majority of Shareholders of the outstanding and issued stock at any regular or specially called Shareholders meetings.

ARTICLE XIII
INTERESTED PARTY PARTICIPATION AND INDEMNIFICATION

THE CORPORATION shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. Any transaction between the Corporation and another shall not be affected because one or more of the Shareholders or Directors has a personal interest in the transaction or in connection with such other person.

ARTICLE XIV - AMENDMENT OF ARTICLES

THE ARTICLES of Incorporation shall be amended from time to time by a majority vote of Shareholders at the Annual Meeting Of

Shareholders, or at any Special Meeting of Shareholders. The Notice for any Annual or Special Meetings of Shareholders is required only to state that the Articles of Incorporation are to be amended at the noticed meeting.

THE ARTICLES of Incorporation may be amended without notice when a majority of Shareholders are present in person at any Annual or Special Meeting of Shareholders. If the majority of Shareholders do not appear in person, but are represented by proxy, the minimum notice stating that the Articles of Incorporation are to be amended shall be issued prior to the proposed amendments to the Articles of Incorporation.

ARTICLE XV - AMENDMENT OF BYLAWS

THE BYLAWS of this Corporation shall be amended from time to time by the Directors of the Corporation by majority vote at any specially called or Annual Meeting of the Directors or shall be amended at any Annual or Special Meeting of the Shareholders. Specific notice at any meeting of the Directors or Shareholders in which an amendment to the ByLaws is to be made shall not be required to be given as to any proposed amendment thereof.

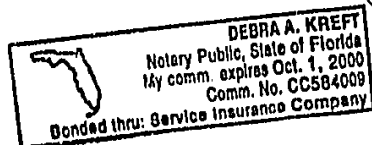
DATED: July 7, 1997.

INCORPORATOR:


GEORGE JR. AURIEMMA

STATE OF FLORIDA
COUNTY OF MANATEE

THE FOREGOING instrument was acknowledged before me on this 7th day of July, 1997, by GEORGE JR. AURIEMMA, who is personally known to me.




Notary Public

DESIGNATION OF REGISTERED AGENT

PURSUANT to Chapter 607.164, Florida Statutes, the following is submitted in compliance with said act: That SOUTHERN PRO MARKETING, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the County of Manatee, State of Florida, has named GEORGE JR. AURIEMMA whose address is 8312 - 18th Avenue East, Palmetto, Florida 34221, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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 provisions of said act, relative to keeping open said office.

DATED: July 7, 1997.

REGISTERED AGENT:


GEORGE JR. AURIEMMA

FILED
97 JUL 10 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA