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ATTORNEYS AND COUNSELLORS AT LAW

300 INTERNATIONAL PARKWAY

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HEATHROW, FLORIDA 32746

(407) 333-9069

FROM ORLANDO CALL 843-0359

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97 JUL 11 AM 11:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WALLACE F. STALNAKER, JR.  
STACY BRITTON SMITH  
FAITH K. STALNAKER, OF COUNSEL

\*ALSO MEMBER OF S. C. BAR

SOUTH ORLANDO OFFICE:

7080 SAND LAKE ROAD

SUITE 509

ORLANDO, FLORIDA 32819

(407) 352-9442

June 7, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-07/11/97--01062--002

\*\*\*\*\*70.00 \*\*\*\*\*70.00

In re: Advantage Media, Inc.

Dear Sirs:

Please find enclosed the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$70.00, representing payment of the following:

Filing fee \$35.00  
Registered agent fee 35.00

Please file the enclosed Articles and return a copy of the filed Articles to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

*Faith K. Stalnaker*

Faith K. Stalnaker

FKS/ld  
enclosures

OK  
7/11/97

ARTICLES OF INCORPORATION

OF

ADVANTAGE MEDIA, Inc.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, CRAIG LAIRD, the undersigned, being a natural person of lawful age, do hereby desire to form a corporation under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be: ADVANTAGE MEDIA, Inc. and the address of the corporation is 1338 Ginza Road NW, Palm Bay, FL 32907.

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation shall have those powers as may be provided, authorized or permitted by law, or otherwise, it being the intention that this corporation shall have the right to engage in any business or activity not especially prohibited by applicable law of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock of this corporation which the corporation is authorized to have outstanding at any one time is 100 shares of common capital stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of said corporation.

ARTICLE IV  
INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 300 International Parkway, Suite 376, Heathrow, Florida 32746, and the name of the initial registered agent of this corporation is FAITH K. STALNAKER.

ARTICLE V  
INITIAL BOARD OF DIRECTORS

The business of the corporation shall be conducted and managed by a Board of Directors consisting of not less than 1 (one) member as fixed, from time to time, by the By-Laws of the corporation and the Board of Directors shall be elected or appointed by the shareholders of the corporation, but it is not necessary for any such director to be a shareholder of the corporation.

The names and addresses of the first Board of Directors who shall hold office until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
CRAIG LAIRD	1338 Ginza Road NW Palm Bay, FL 32907
KIMBERLEE LAIRD	1338 Ginza Road NW Palm Bay, FL 32907

ARTICLE VI  
INITIAL OFFICER(S)

The name(s) and address(es) of the initial officer(s) of the corporation is(are):

President/  
Treas  
Vice Pres./  
Secretary

CRAIG LAIRD

1338 Ginza Rd. NW  
Palm Bay, FL 32907

KIMBERLEE LAIRD

1338 Ginza Rd. NW  
Palm Bay, FL 32907

#### ARTICLE VII

##### INCORPORATOR

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

##### NAME

##### ADDRESS

CRAIG LAIRD

1338 Ginza Rd. NW  
Palm Bay, FL 32907

#### ARTICLE VIII

##### BY-LAWS

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

#### ARTICLE IX

##### INDEMNIFICATION

Every director, officer, employee or agent of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party or in which he or she may become involved by reason of his or her employment or by reason of his or her having been a director, officer, employee or agent of the corporation or any settlement thereof, whether or not he or she is a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employ-

ee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee or agent may be entitled.

ARTICLE X

AMENDMENT

The corporation reserves the right to amend, alter, change, repeal and revise any provision of this corporation's Certificate of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, on the 1<sup>st</sup> day of July, 1997.

Craig Laird  
CRAIG LAIRD  
SUBSCRIBER

STATE OF FLORIDA

COUNTY OF Seminole

BEFORE ME, the undersigned officer, personally appeared CRAIG LAIRD, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to me that after reading the same, the matters set forth therein are true and correct to the best of his knowledge and belief.

WITNESS my hand and official seal this 7 day of July, 1997.

Faith K. Stalnak  
NOTARY PUBLIC

My Commission Expires:



FAITH K STALNAKER  
My Commission CC342338  
Expires Jan. 10, 1998  
Bonded by HAI  
800-422-1555

FILED

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DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE NAMING UPON WHOM PROCESS MAY BE SERVED COUNTY OF SEMINOLE STATE  
TALLAHASSEE, FLORIDA

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

FIRST, that ADVANTAGE MEDIA, Inc., desiring to organize under the Laws of the State of Florida with its principal office's indicated in the Articles of Incorporation at the City of Palm Bay, County of Brevard, and State of Florida, has named Faith K. Stalnaker, Attorney-at-law, 300 International Parkway, Suite 376, Heathrow, Florida 32746 , County of Seminole, and State of Florida, as its agent to accept service of process within this 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.

*Faith K. Stalnaker*  
\_\_\_\_\_  
FAITH K. STALNAKER  
RESIDENT AGENT