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August 28, 1997

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Beth,

Thank you for your help over the phone, it is of great assistance.

Enclosed are both Articles of Incorporation and an application for a Fictitious Name with the appropriate fees as you instructed. If you could send confirmation of both to:

JULENE WOLFSFELD
968 GREENWOOD COURT
SANIBEL, FL 33957

I'd appreciate it.

Thanks again!

FILED
97 SEP -4 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER SEP 4 1997

The **Ad Agency**, Inc.

968 Greenwood Court, Sanibel, Florida 33957

September 2, 1997

Beth,

Moments ago I got off the phone with you. Thanks for calling to inform me of where progress with registering The Ad Agency, Inc. as a corporation.

Following you will find the last page of the Articles of Incorporation with the original signatures.

Regarding the Fictitious Name Registration: I thought it was necessary when Incorporating, but certainly you would know better than I. So I will not register for a fictitious name and you can send me that check back.

I've said it before, and I'll say it again... you've been very helpful. Thanks, Beth!

Warm regards,



Chris Nealon.

**ARTICLES OF INCORPORATION
OF
THE AD AGENCY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, 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 shall be:

THE AD AGENCY, INC.

The principal place of this business shall be 968 Greenwood Court, Sanibel, Florida
33957

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS.

The street address of the initial registered office of the corporation shall be
968 Greenwood Ct, Sanibel FL, the name of the initial registered agent of the
33957
corporation at that address is **JULENE WOLFSFELD.**

ARTICLE V. TERM OF EXISTENCE.

The corporation shall exist perpetually.

ARTICLE VI. PRE-EMPTIVE 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 they already hold, shall have the right to purchase their pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION.

It is the intent of the incorporators that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VIII. DIRECTORS.

This corporation shall have three directors, initially. The names and addresses of the initial members of the Board of Directors are:

JULENE WOLFSFELD
968 Greenwood Court
Sanibel, Florida 33957

WILSON HAWTHORNE, JR.
3209 SE 8th Place
Cape Coral, Florida 33904

CHRISTOPHER E. NEALON
834 Montclair Court
Cape Coral, Florida 33904

ARTICLE IX. OFFICERS.

The names and addresses of the initial officers of the corporation, who shall hold office for the first year of the corporation or until their successors are elected or appointed, are:

JULENE WOLFSFELD
968 Greenwood Court
Sanibel, Florida 33957

President, Treasurer

H. WILSON HAWTHORNE, JR.
3209 SE 8th Place
Cape Coral, Florida 33904

Vice President

CHRIS NEALON
834 Montclair Court
Cape Coral, Florida 33904

Secretary

ARTICLE X. INCORPORATOR.


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

JULENE WOLFSFELD
968 Greenwood Court
Sanibel, Florida

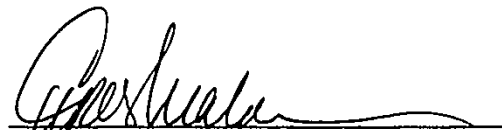
H. WILSON HAWTHORNE, JR.
3209 SE 8th Place
Cape Coral, Florida 33904

CHRISTOPHER E. NEALON
834 Montclair Court
Cape Coral, Florida 33904

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals
this 26 day of August, 1997.


JULENE WOLFSFELD and


H. WILSON HAWTHORNE, JR. and


CHRISTOPHER E. NEALON

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and the complete performance of my duties, and I accept the duties and obligations of Section 607.0501 of the Florida Statutes.

Dated: 8-26-97


JULENE WOLFSFELD

FILED
97 SEP -4 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA