

P97000102828

HDS COMMUNICATIONS CORPORATION

W. Alan Peltz, Account Executive

4003 Biscayne Drive

Winter Springs, Florida 32708

Phone: 407-648-3334 Fax: 408-699-9985

December 2, 1997

Florida Department of State

Division of Corporations

Post Office Box 6327

Tallahassee, Florida 32314

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-12/05/97--01019--001

****122.50 ****122.50

Re: Articles of Incorporation

Dear Madam/Sir:

I am enclosing an original and one copy of the Articles of Incorporation for Howard, Davis & Stewart Communications Corporation and a check in the amount of \$122.50. Please file these articles and return a copy showing the filing to me at 1107 Woodbine Street, Fern Park, Florida 32730.

Thank you for your attention to this matter.

Very truly yours,

Eloise L. Engler

Eloise L. Engler
Secretary

Enclosures

cc: W. Alan Peltz, President

EFFECTIVE DATE
12-1-97

FILED
97 DEC -5 AM 8:52
STATE
TALLAHASSEE, FLORIDA

CB
12-2-97

ARTICLES OF INCORPORATION
OF
HOWARD, DAVIS & STEWART COMMUNICATIONS
CORPORATION

EFFECTIVE DATE
12-1-92

FILED
97 DEC -5 AM 8:52
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **HOWARD, DAVIS & STEWART COMMUNICATIONS CORPORATION.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of \$1.00 par value common stock.

**ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT
AND CORPORATE OFFICES**

The street address of the initial registered agent of this corporation shall be:

1107 Woodbine Street
Fern Park, Florida 32730

The name of the initial registered agent of this corporation at that address shall be:

Eloise L. Engler

The street address of the corporate offices shall be:

4003 Biscayne Drive
Winter Springs, Florida 32708

ARTICLE VI – INITIAL BOARD OF DIRECTORS AND OFFICERS

- A. This corporation shall have one (1) director initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).
- B. The name and address of the initial director and officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
W. Alan Peltz	4003 Biscayne Drive Winter Springs, Florida 32708	President and Director
Eloise L. Engler	1107 Woodbine Street Fern Park, Florida	Secretary and Treasurer

ARTICLE VII – INCORPORATION

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

Eloise L. Engler
1107 Woodbine Street
Fern Park, Florida 32730

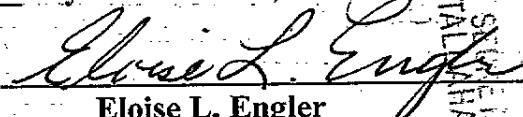
ARTICLE VIII - BY-LAWS

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

ARTICLE IX - 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of December, 1997.

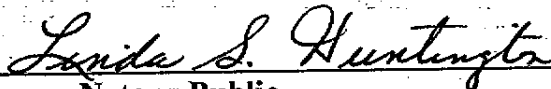

Eloise L. Engler

STATE OF FLORIDA)

COUNTY OF SEMINOLE)

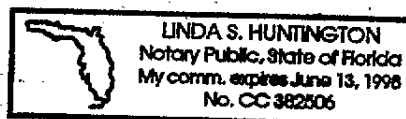
BEFORE ME the undersigned authority, personally appeared ELOISE L. ENGLER, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged that she subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally known to me or was identified by me as follows: _____
She (did) (did not) take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid, this 1st day of December, 1997.



Notary Public

Commission Expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

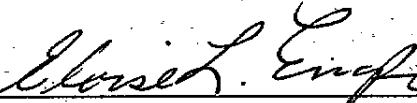
FILED
97 DEC -5 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **HOWARD, DAVIS & STEWART COMMUNICATIONS CORPORATION.**
2. The name and address of the registered agent and office is:

Eloise L. Engler
1107 Woodbine Street
Fern Park, Florida 32730

Date: December 1, 1997


Eloise L. Engler, Subscriber

ACCEPTANCE

Having 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.

Date: December 1, 1997


Eloise L. Engler