

P98000036381

TRANSMITTAL LETTER

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

SUBJECT: ANDERSON COMMUNICATIONS, INC.

300002443828-7
-03/02/98--01048--002
****131.25 ****131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
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ADDITIONAL COPY REQUIRED

FROM: MEC Group, Inc
18425 NW 2ND AVENUE
SUITE 335
MIAMI, FL 33169

(305) 690-9388

98 APR 22 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

4/2/98
B. BROCK APR 2 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 4, 1998

MEC GROUP, INC.
18425 NW 2ND AVENUE
SUITE 335
MIAMI, FL 33169

SUBJECT: ANDERSON COMMUNICATIONS, INC.
Ref. Number: W98000004776

We have received your document for ANDERSON COMMUNICATIONS, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 198A00011886

ARTICLES OF INCORPORATION
OF
ANDERSON COMMUNICATIONS, INC.

The undersigned subscriber to the articles of incorporation, natural person competent to contract, hereby form a corporation under the state Florida.

ARTICLE I
NAME

The name of the corporation is ANDERSON COMMUNICATIONS, INC.

ARTICLE II
DURATION AND BEGINNING OF CORPORATION EXISTENCE

The corporation shall exist perpetually. The corporation existence shall commence as of the filling of the article of incorporation.

ARTICLE III
NATURE

The corporation is organized for the purpose of contracting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holder of common stock is entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holder of the common stock shall not have preemptive to shares subscribe to the corporation securities.

ARTICLE V
REGISTERED AGENT

The name of the initial registered agent of this corporation is NEVILLE ALPHONSO ANDERSON. The Street Address of the registered office of the corporation in the state of Florida is 3841 NE 3RD AVENUE #4, OAKLAND PARK, FL 33334

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

The corporation shall have two initial director. The number of directors may increase or decrease from time to time in the manner provided by the bylaws of the corporation.
The name and street address of the initial directors:

NEVILLE ALPHONSO ANDERSON. 3841 NE 3RD AVENUE #4, OAKLAND PARK,
FL 33334

ARTICLE VII
INCORPORATION

The name and address of the incorporation of incorporates of these articles of incorporation is NEVILLE ALPHONSO ANDERSON. 3841 NE 3RD AVENUE #4, OAKLAND PARK, FL 33334

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporators, any officers, directors, employees, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent, of another corporation, partnership, joint venture, trust, or other enterprise.

The corporation shall elect to be taxed a "small business corporation" for income tax purposes under the provision of section 1372 of the internal revenue code and property officers of the corporation be and they hereby authorized and directed to evidence such election by completing and filing form 2553 of the United States Treasury Department, Internal Revenue Service.

Executed by the undersigned as first directors of ANDERSON COMMUNICATIONS, INC. on the date indicated below:

NAME OF DIRECTOR

DATE OF EXECUTION



NEVILLE ALPHONSO ANDERSON

2 . 26 . 98

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE
SERVED.**

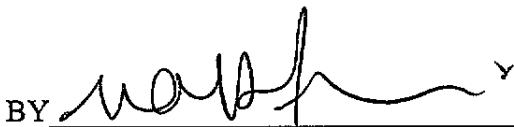
In compliance with section 48.091 and 607.034, Florida Statues the following is submitted:

First that ANDERSON COMMUNICATIONS, INC. is desiring to organize or qualify under the laws of the state of Florida with its principal place of business at 3841 NE 3RD AVENUE OAKLAND PARK, FL 33334 as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated this 26th day of Feb 1998

BY 
NEVILLE ALPHONSO ANDERSON
Registered Agent

SUBCHAPTER S ELECTION RESOLUTION

Resolved, that the corporation elects to become a small business concern under subchapter S of the Internal Revenue Service Center in Atlanta, Georgia and the president of the corporation is authorize to execute said election form, which shall also be executed by all of the shareholders of the corporation evidencing their consent to the said election.

ISSUANCE OF INITIAL SHARES

a) ACKNOWLEDGEMENT OF SUBSCRIPTION: The corporation hereby acknowledge that subscriptions were received by it and are hereby accepted by it from the person in the amount and for the consideration set forth below:

SUBSCRIBER	NUMBER OF SHARES SUBSCRIBED FOR	CONSIDERATION
NEVILLE ALPHONSO ANDERSON	100	\$1.00

b) PAYMENT OF SUBSCRIPTION: The officers of the corporation are hereby authorized to call for payment of such subscriptions and issued shares evidenced by properly executed stock certificated against receipt of the subscription prices.

b) NON-ASSESSABILITY: On receipt of the subscription price from each subscriber and the issuance of shares to him or her, such shares will be validly authorized and issued, fully paid and non-assessable.

d) ALLOCATION OF PROCEEDS: Of the consideration received by the corporation for the capital stock to be issued here under, one dollar (\$1.00) shall be allocated to the capital stock account of the corporation for each share issued and balance shall be allocated to the paid surplus account.

b) DESIGNATION OF BANK DEPOSITORY: The treasurer of the corporation is authorized to open on behalf of the corporation such accounts as he deems necessary or appropriate at any commercial bank and to endorse any check, draft notes orders and bills of exchange payable to or otherwise to the property of the corporation; to deposit them in such, and to draw and sign checks on such accounts in the name of the corporation. The Board of Directors hereby adopts any resolution required by such bank in connection with this designation as depository, provided the president of the corporation instructs the secretary in writing to insert as a appendix to this consent a copy of such resolution, which shall there upon be deemed to have been adopted by the Board of Directors.

AMENDMENT

These corporation reserves the right to amend or repeal any prior provision contained in these Articles of incorporation or any amendment thereto.

IN WITNESS WHEREOF THE UNDERSIGNED INCORPORATORS HAS
EXECUTED THESE ARTICLES OF INCORPORATION, THE

26th DAY OF Feb. 1998


NEVILLE ALPHONSO ANDERSON

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TENNESSEE, FLORIDA

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