

P98000056186

TRANSMITTAL LETTER

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

000002567630--5
-06/22/98-01033-018
*****70.00 *****70.00

SUBJECT: PROCOM ADVERTISING, INC.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
\$ 70.00

FROM

Michael Byrnes

Name (printed or typed)

1000 Winderley Place UNIT 128

Address

Maitland, Florida 32751

City, State, & Zip

407-380-0924

Telephone Number

FILED
98 JUN 22 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 6/24/98

FILED

98 JUN 22 AM 8: 24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PROCOM ADVERTISING, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Procom Advertising, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2227 Sylvan Court
Kissimmee, Florida 34746

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

(100) ONE HUNDRED shares of common stock having a par value of (\$1.00)
ONE DOLLAR per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Michael Byrnes
1000 Winderley Place UNIT 128
Maitland, Fl. 32751

ARTICLE V PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VI TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE VII INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII INCORPORATOR(S)

The name(s) and street address(s) of the incorporator(s) to these Articles of Incorporation is (are):

Tony Dorsett
6005 Kettering Ct.
Dallas, Tx. 75248

Michael Byrnes
1000 Winderley Place
Maitland, Florida 32751

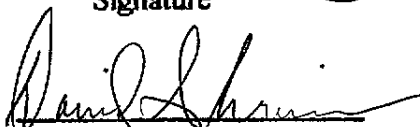
David Shriver
417 S. Washington Street
Easton, MD. 21601

Gill Nagulski
2227 Sylvan Court
Kissimmee, Fl. 34746

The undersigned incorporators have executed these Articles of Incorporation this
29th. day of May, 1998.



Signature



Signature



Signature



Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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 : PROCOM ADVERTISING, INC.

2. The name and address of the registered agent and office is

Michael Byrnes

(NAME)

1000 Windeley Place UNIT 128

(P.O. BOX NOT ACCEPTABLE)

Maitland, Fl. 32751

(CITY/STATE/ZIP)

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.

SIGNATURE 

DATE 6.16.98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 22 AM 8:24

FILED