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FRANK A. PRINCIPLE  
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1521 OAKFIELD DRIVE  
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(813) 653-4828  
(813) 653-4739

July 7, 1998

Florida Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

100002589331--3  
-07/15/98-01015-019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Phoenix Advertising & Graphics, Inc.

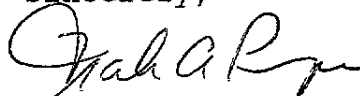
Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is our firm's check in the amount of \$122.50 which represents the following:

|         |                                 |
|---------|---------------------------------|
| \$35.00 | Filing Fee                      |
| \$35.00 | Designation of Registered Agent |
| \$52.50 | Certified Copy                  |

Once the Articles have been filed, please forward a certified copy to my attention as soon as possible in the self-addressed, postage-paid envelope. Should you have any question, please do not hesitate to call me.

Sincerely,



Frank A. Principe  
Attorney At Law

FAP/mr

Enclosures

SecState.Ltr

FILED  
98 JUL 15 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

JUL 16 1998

ARTICLES OF INCORPORATION  
OF  
PHOENIX ADVERTISING & GRAPHICS, INC.

FILED  
98 JUL 15 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation in accordance with Chapter 607 of the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

1.01 The name of the Corporation shall be Phoenix Advertising & Graphics, Inc.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

2.01 The location and address of the Corporation's principal office in Florida is 1971 W. Lumsden Road, Ste. 172, Brandon, Florida, 33511. The initial registered agent at the registered office is Glen M. Bogue, whose address is 11526 Corwin Street, Gibsonton, Florida 33534.

ARTICLE THREE

PURPOSE

3.01 The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

DURATION

4.01 The term of existence of the Corporation is perpetual.

ARTICLE FIVE

INCORPORATORS

5.01 The name and post office address of the incorporator is:

| Name          | Address                                      |
|---------------|--|
| Glen M. Bogue | 11526 Corwin St.<br>Gibsonton, Florida 33534 |

ARTICLE SIX

DIRECTORS

6.01 The Board of Directors shall consist of at least one and not more than five members. The name and address of the first Board of Directors is:

| Name and Address  |
|---|
| Glen M. Bogue<br>11526 Corwin St.<br>Gibsonton, FL. 33534 |

ARTICLE SEVEN

CAPITAL STOCK

7.01 The number of shares of stock that the Corporation is authorized to have outstanding is Seven Thousand Five Hundred (7,500), all of which shall be common shares with par value One Dollar (\$1.00).

ARTICLE EIGHT

STATED CAPITAL

8.01 The amount of capital with which the Corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE NINE

AMENDMENT OF ARTICLES

9.01 The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting powers of the Corporation, or any greater number that may

then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 29<sup>th</sup> day of June, 1998.

  
Glen M. Bogue

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

On this 29<sup>th</sup> day of June, 1998, before me personally appeared Glen M. Bogue, who has presented Driver's License as identification or is personally known to me, and acknowledged that he executed the document for the purposes contained within it.

IN WITNESS WHEREOF, I sign here and set my official seal.

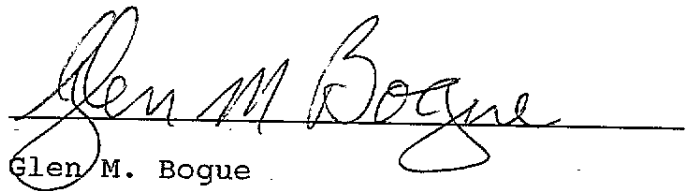


OFFICIAL SEAL  
MELISSA ALLEMAN-CELLOP  
My Commission Expires  
Oct. 23, 2000  
Comm. No. CC 595338

  
Notary Public  
My Commission Expires:

**CONSENT TO APPOINTMENT OF REGISTERED AGENT**

I, Glen M. Bogue, am hereby familiar with and accept the duties and responsibilities as Registered Agent of Phoenix Advertising & Graphics, Inc.

  
Glen M. Bogue

**FILED**  
98 JUL 15 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA