



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 949321 130763A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 2, 1998

ORDER TIME : 11:35 AM

ORDER NO. : 949321-005

CUSTOMER NO: 130763A

CUSTOMER: Michael Sierra, Esq
SIERRA GUSTAFSON & SIERRA

703 West Swann Avenue

Tampa, FL 33606

DOMESTIC FILING

NAME: VAN-DE-LAY INTERNATIONAL, INC.

EFFECTIVE DATE:

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-09/04/98--01015--002
****122.50 ****122.50

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 PM 12:12

RECEIVED
98 SEP -4 AM 8:36
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 PM 12:12

ARTICLES OF INCORPORATION

OF

VAN-de-LAY INTERNATIONAL, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

VAN-de-LAY INTERNATIONAL, INC.

The principal place of business of this Corporation shall be:

4508 So. Trask Ave., Tampa, FL 33611.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other State, Country, Territory or Nation. The specific purpose of this Corporation shall be the operation of promotional and advertising materials, and related services.

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 a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be: **703 W. Swann Ave., Tampa, FL 33606**, and the name of the initial Registered Agent of the Corporation at that address is: **MICHAEL SIERRA**.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE 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 he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. SUB-CHAPTER S PROVISION

It is the intent of the incorporators that the Corporation will file as a Sub-Chapter S Corporation.

ARTICLE IX. DIRECTORS

This Corporation shall have two (2) directors initially. The names and street addresses of the initial members of the Board of Directors are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
MICHAEL F. MOFFITT, JR.	4508 So.Trask St., Tampa, FL 33611
MARK HANNON	4508 So. Trask St., Tampa, FL 33611

ARTICLE X. 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:

<u>OFFICER</u>	<u>ADDRESS</u>
MICHAEL F. MOFFITT, JR. President	4508 So. Trask St., Tampa, FL 33611
MARK HANNON Sec./Treas.	4508 So. Trask St., Tampa, FL 33611

ARTICLE XI. SUBSCRIBER

The name and street address of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF COMMON STOCK ISSUED</u>
MICHAEL F. MOFFITT, JR.	4508 So. Trask St. Tampa, FL 33611	100
MARK HANNON	4508 So. Trask St. Tampa, FL 33611	100

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DIVISION OF CORPORATIONS
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IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this
1st day of September, 1998.

[Signature] (SEAL)
MICHAEL F. MOFFITT, JR.

[Signature] (SEAL)
MARK HANNON

I Hereby am familiar with and accept the duties and responsibilities as Registered Agent for
said Corporation.

[Signature]
MICHAEL SIERRA
Registered Agent

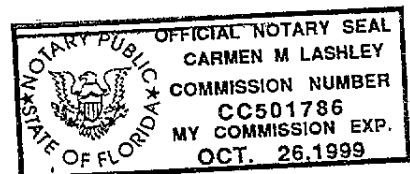
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this 1st day of
September, 1998, by MICHAEL F. MOFFITT, JR. and MARK HANNON, who are
personally known to me, or who produced [Signature] as
identification.

[Signature]
NOTARY PUBLIC

COMMISSION NO. _____

CARMEN M. LASHLEY
(Name of Notary typed, printed
or stamped)
COMMISSION EXP. _____



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was subscribed to before me on this 1st day of September, 1998, by **MICHAEL SIERRA**, who is personally known to me.

Carmen M. Lashley
NOTARY PUBLIC

COMMISSION NO. _____

CARMEN M. LASHLEY
(Name of Notary typed, printed
or stamped)

COMMISSION EXP. _____

