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TRANSMITTAL LETTER

FILED

98 SEP 16 PM 2:00

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900002641159--6
-09/16/98--01062--002
*****78.75 *****78.75

SUBJECT: MEDIAMARK, INC.
(Proposed corporate name - must include suffix)

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

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JAMES E. MACGREGOR
Name (Printed or typed)

4119 BRENTWOOD PARK CIRCLE
Address

TAMPA, FL 33624
City, State & Zip

813-269-7474
Daytime Telephone number

P. Hall

SEP 18 1998

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NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF
MediaMark, Inc.**

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ARTICLE I - Name

The name of this corporation is **MediaMark, Inc.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - Purpose

1. This corporation is organized for the purpose of transacting any and/or all lawful business including, but not limited to, conducting the specific business to engage in marketing services, computer graphics, print brokerage and any other lawful business within or without the State of Florida.

2. To act on its own behalf in all legal or equitable proceedings or suits.

3. To acquire, hold, use, deal in, encumber, dispose of property, real or personal, and any interest therein.

4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

7. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purposes, with limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

8. To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all the general powers of like corporations.

9. To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world as principals, agents, contractors, or otherwise, alone, or any company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

10. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other Articles; but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the corporation shall be: 4119 Brentwood Park Circle, Tampa, FL 33624

ARTICLE IV - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding any time shall consist of 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - Initial Board of Directors

This corporation shall have One (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Name	James E. MacGregor	Name	Barbara A. MacGregor
Address	4119 Brentwood Park Circle	Address	4119 Brentwood Park Circle
City, State	Tampa, FL 33624	City, State	Tampa, FL 33624

ARTICLE VI - Incorporator

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

James E. MacGregor, 4119 Brentwood Park Circle, Tampa, Florida 33624

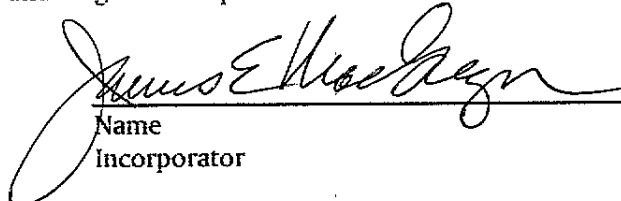
ARTICLE VII - Duration

This corporation shall have perpetual existence.

ARTICLE VIII - Bylaws

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of September, 1998.



Name
Incorporator

ARTICLES OF INCORPORATION OF MEDIAMARK, INC.

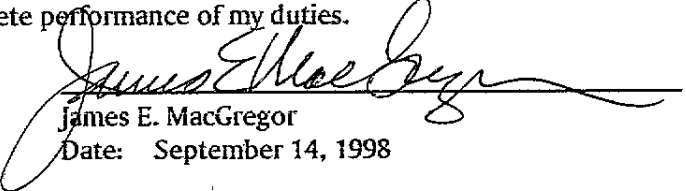
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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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


James E. MacGregor

Date: September 14, 1998

STATE OF FLORIDA

:

: SS.

COUNTY OF HILLSBOROUGH

:

BEFORE ME personally appeared **James E. MacGregor**, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 14 day of September 1998.

Notary Public
My Commission Expires:

