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ACCOUNT NO. : 072100000032
REFERENCE : 985441 7131731

AUTHORIZATION *Patricia Pujut*
COST LIMIT : \$ 78.75

ORDER DATE : October 5, 1998
ORDER TIME : 5:17 PM
ORDER NO. : 985441-005
CUSTOMER NO: 7131731

400002656264--1

CUSTOMER: Melissa Johnson, ESQ
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
151 Regions Way, Suite 6a
Destin, FL 32541

DOMESTIC FILING

NAME: ROE ADVERTISING, INC.

EFFECTIVE DATE:

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: Sara Lea

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 PM 12:49

RECEIVED
98 OCT -6 AM 8:18
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ROE ADVERTISING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 PM 12:49

The undersigned incorporator, Bobbi Ann Phillips Roe, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is ROE ADVERTISING, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 518 Osceola Drive, Destin, Florida 32541.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other

persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 518 Osceola Drive, Destin, Florida 32541, and the name of the initial registered agent of this corporation at that address is Bobbi Ann Phillips Roe.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than three (3). The name and address of the initial director of this corporation are:

**Bobbi Ann Phillips Roe
518 Osceola Drive
Destin, Florida 32541**

ARTICLE IX - INCORPORATOR

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

**Bobbi Ann Phillips Roe
518 Osceola Drive
Destin, Florida 32541**

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the date these Articles are filed and approved by the Florida Department of State, Division of Corporations.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 PM 12:49

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

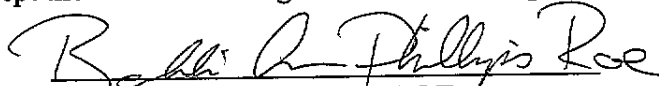
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 30th day of September, 1998.

INCORPORATOR:


BOBBI ANN PHILLIPS ROE

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of ROE ADVERTISING, INC. Further, I am familiar with and accept the duties and obligations of such designation.


BOBBI ANN PHILLIPS ROE