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CONNIE H. SHIVERS, CLA
HOLLAND & KNIGHT

425-5657

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

RECEIVED

98 OCT 16 AM 11:56

DIVISION OF CORPORATION

Office Use Only

31351-1

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. In-Store Media (Corporation Name) (New filing) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

☐ Walk-in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

98 OCT 16 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input checked="" type="checkbox"/>	UCC

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Dmc
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Examiner's Initials

**ARTICLES OF INCORPORATION
OF
IN STORE MEDIA, INC.**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of In Store Media, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

In Store Media, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

4720 West Cypress Street
1st Floor
Tampa, Florida 33607

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4720 West Cypress Street, 1st Floor, Tampa, Florida 33607, and the name of the corporation's initial registered agent at that address is Scott P. Riley.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Jeffrey R. Parker	4720 West Cypress St. 1st Floor Tampa, Florida 33607
Scott P. Riley	4720 West Cypress St. 1st Floor Tampa, Florida 33607

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert J. Grammig	400 North Ashley Drive Suite 2300 Tampa, Florida 33602

The incorporator of the corporation assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the board of directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

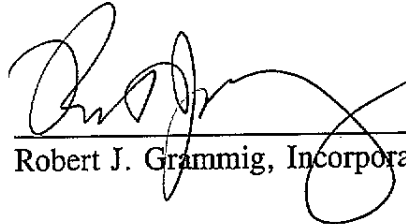
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 7th day of October, 1998.


Robert J. Grammig, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That In Store Media, Inc., desiring to organize under the laws of the State of Florida with
its initial registered office, as indicated in the Articles of Incorporation, at 4720 West Cypress
Street, 1st Floor, City of Tampa, County of Hillsborough, State of Florida, has named Scott P.
Riley, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the
place designated in this certificate, I agree to act in that capacity, to comply with the provisions
of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of
that position.



Scott P. Riley

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TALLAHASSEE, FLORIDA