

LAW OFFICES
FREEMAN AND BURK
103 ANASTASIA BOULEVARD
ST. AUGUSTINE, FLORIDA 32084

SUSAN M. BURK
LEANNA S.A. FREEMAN

TEL 904 829-1960
FAX 904 829-5773
E-MAIL fb1aw@aug.com

P98000092325
October 15, 1998

Florida Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

Re: MCGANN & COMPANY

500002667095--5
-10/19/98--01098--010
****122.50 ****78.75

Dear Sir or Madam:

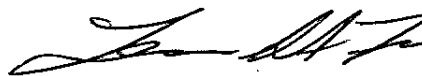
Enclosed please find Articles of Incorporation for the above named newly formed corporation. Please file same and furnish me with a certified copy.

Please note that Article X of the Articles of Incorporation sets forth the name and address of the Registered Agent of the corporation.

Also enclosed please find our check payable to the Secretary of State in the amount of \$122.50, representing the filing fee (\$35.00), Registered Agent's Fee (\$35.00) and the fee for a certified copy of the charter document (\$52.50).

If you have any questions, or if anything further is required, please advise.

Sincerely,



Leanna S.A. Freeman
For the Firm

LSAF:er
Enclosures

cc: Mr. John McGann

FILED
98 OCT 30 AM 9:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA





FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 20, 1998

LEANNA S.A. FREEMAN
103 ANASTASIA BOULEVARD
ST. AUGUSTINE, FL 32084

SUBJECT: MCGANN & COMPANY
Ref. Number: W98000023824

We have received your document for MCGANN & COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 398A00051801

LAW OFFICES
FREEMAN AND BURK
103 ANASTASIA BOULEVARD
ST. AUGUSTINE, FLORIDA 32084

SUSAN M. BURK
LEANNA S.A. FREEMAN

TEL 904 829-1960
FAX 904 829-5773
E-MAIL fblaw@aug.com

VIA EXPRESS MAIL

October 27, 1998

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

Attn: Dana Calloway
Document Specialist

Re: McGann & Company, Inc.
Ref. Number: W98000023824

Dear Ms. Calloway:

Pursuant to the instructions in your letter dated October 20, 1998, we have revised the Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office to read "MCGANN & COMPANY, INC."

The revised documents, together with our check in the amount of \$122.50, are enclosed herewith.

If you have any questions, or if anything further is required, please advise.

Sincerely,



Leanna S.A. Freeman
For the Firm

LSAF:er
Enclosures

cc: Mr. John J. McGann

This instrument was prepared by:
Leanna S.A. Freeman, Esquire
Freeman And Burk
103 Anastasia Boulevard
St. Augustine, Florida 32084
Telephone (904) 829-1960

FILED
98 OCT 30 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
McGANN & COMPANY, INC.

The undersigned natural person, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607 (1995), does hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is McGANN & COMPANY, INC..

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is media development consulting, and any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Shares of Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is two hundred (200) shares of common stock at par value of one dollar (\$1.00) per share.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than two hundred dollars (\$200.00).

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI
Directors

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws adopted by the shareholders, but shall never be less than one (1) nor more than five (5).

ARTICLE VII
Initial Directors and Officers

The name and residence and post office of each member of the first Board of Directors and officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
JOHN J. McGANN	Post Office Box 3286 St. Augustine, FL 32085	President

ARTICLE VIII
Subscribers

The name and address of the subscriber to these Articles of Incorporation is: JOHN J. McGANN, Post Office Box 3286, St. Augustine, Florida 32085.

ARTICLE IX
Preemptive Rights

The corporation elects to have the preemptive rights in accordance with its shareholders as defined in Florida Statutes 607.0630 (1995).

ARTICLE X
Principal Office and Registered Agent

The street address of the principal office of the corporation is 24 Cathedral Place, Suite 405, St. Augustine, Florida 32084, and the name and address of the registered agent for the service of process is Leanna S.A. Freeman, Esquire, Freeman And Burk, 103 Anastasia Boulevard, St. Augustine, Florida 32084.

ARTICLE XI
Amendment

These Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder meeting by a majority of the stock entitled to vote thereon.



JOHN J. MCGANN

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this ____ day of October, 1998, by JOHN J. MCGANN. Such person did not take an oath and _____ is personally known to me; _____ produced a current Florida driver's license as identification; _____ produced _____ as identification.

Notary Public

Printed or Typed Name of
Notary

My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sec. 607.0501 Fla.Stat. (1995), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent for service of process in the State of Florida.

1. The name of the corporation is McGANN & COMPANY, INC.
2. The name and address of the registered agent and office is:

Leanna S.A. Freeman, Esquire
Freeman And Burk
103 Anastasia Boulevard
St. Augustine, Florida 32084




JOHN J. McGANN, President

October 27th, 1998

Date

Having been named as Registered Agent for the service of process for the above named corporation at the above stated address, I hereby accept the appointment and agree to faithfully perform my duties. I further agree to comply with the provisions of all Florida Statutes relating to the proper and complete performance of my duties, and I am familiar with, and accept, the obligations as Registered Agent.



Leanna S.A. Freeman

October 27th, 1998

Date

FILED
98 OCT 30 AM 9:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA