

P98000092735

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8370 • 1-800-342-8062 • Fax (850) 222-1222

Bealls Communication
Group, Inc.

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-11/02/98--01042--006
*****87.50 *****87.50

Signature _____

Requested by: CS

Name

Date 11/2

Time 9:15

Walk-In _____

Will Pick Up _____

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier R. Furman

98 NOV -2 AM 11:18

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
98 NOV -2 AM 10:29

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NOV 11 1998

ARTICLES OF INCORPORATION

OF

BEALLS COMMUNICATION GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 NOV -2 AM 11:18

The undersigned incorporator Dan J. Strickland, hereby forms BEALLS COMMUNICATION GROUP, INC., a corporation for profit under the Florida General Corporation Act and other laws of the State of Florida.

1. NAME OF CORPORATION AND INITIAL ADDRESS: The name of this corporation shall be BEALLS COMMUNICATION GROUP, INC. and its street address is 352 Wahoo Road, Panama City Beach, Florida 32408 and its mailing address is Post Office Box 9082, Panama City Beach, Florida 32417.

2. TERM OF EXISTENCE: This corporation shall exist perpetually unless dissolved according to law.

3. GENERAL PURPOSE: This corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and shall have those general powers conferred upon corporations under the laws of the State of Florida.

4. CAPITAL STOCK: The aggregate number of shares of capital stock which this corporation is authorized to issue is One Thousand (1,000) par value of One Dollar (\$1.00) per share.

5. REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office of this corporation in the State of Florida is 352 Wahoo Road, Panama City Beach, Florida and

its mailing address is Post Office Box 9082, Panama City Beach, Florida 32417. The initial registered agent for this corporation at its registered office is Dan J. Strickland. The Board of Directors shall have the power to establish branch offices, and to move the registered office of the corporation to any other address in Florida. The principal office of the corporation shall be 352 Wahoo Road, Panama City Beach, Florida 32408.


6. BOARD OF DIRECTORS: The number of directors of the initial Board of Directors of this corporation is one (1). The names and addresses of the members of the initial Board of Directors of this corporation are as follows:

- Dan J. Strickland
352 Wahoo Road
Post Office Box 9082 (32417)
Panama City Beach, Florida 32408

7. INCORPORATOR: The following is the name and address of the incorporator of this corporation:

Dan J. Strickland
352 Wahoo Road
Post Office Box 9082 (32417)
Panama City Beach, Florida 32408

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Panama City, Florida, on this 30th day of October, 1998.


Dan J. Strickland
Incorporator

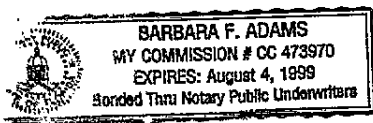
STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Dan J. Strickland, to me known and known to me to be the person described as incorporator and who signed these Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 30th day of October, 1998.

[] Who is personally known by me.

[X] Who produced FL DL S362-170-49-126-0 as identification.



Barbara F. Adams (Signature)

(Print Name)
Notary Public

(Notary Seal)

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**CERTIFICATE OF DESIGNATION OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
BEALLS COMMUNICATION GROUP, INC.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That BEALLS COMMUNICATION GROUP, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in Articles of Incorporation, Panama City, County of Bay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Dan J. Strickland
352 Wahoo Road
Post Office Box 9082 (32417)
Panama City Beach, FL 32408

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DIVISION OF CORPORATIONS
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