

MARK M. WOODS

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Attorney and Counselor at Law

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sugar Creek Professional Center
10225 Ulmerton Road, Suite 9-C
Largo, Florida 33771
(727) 585-9282

August 11, 1999

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

RE: Ads in Motion, Inc.

To Whom it May Concern:

Enclosed, please find an original and one copy of the Articles of Incorporation for Ads in Motion, Inc. to be filed. Also enclosed, with the Articles, please find a check in the amount of \$87.50 for the filing fee, certified copy and the certificate of status. I have enclosed a stamped, self addressed envelope for a returned, certified copy of the original Articles.

If you have any questions, please do not hesitate to contact my office. Thank you in advance for your prompt attention to this matter.

Sincerely,



Mark M. Woods
MMW/lac

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**ARTICLES OF INCORPORATION
of
ADS IN MOTION, INC.**

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ARTICLE I. NAME

The name of the corporation is Ads in Motion, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Corporation is located at 10865 Clara Lane, St. Petersburg, Florida 33708 in Pinellas County, State of Florida.

ARTICLE III. DURATION

The Corporation shall have perpetual existence.

ARTICLE IV. PURPOSES

The purpose for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE V. POWERS

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

(A) To elect or appoint officers, directors and agents of the Corporation and to fix their compensation;

(B) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;

(D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;

(E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is one thousand (10,000). The par value of each share of stock is one hundredth of a dollar (\$.01, one cent).

Section 2. Pre-emptive rights. Except as may otherwise be provided by the Board of Directors, the holder of any shares of the stock of the Corporation shall have the pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII. COMMENCEMENT OF BUSINESS

The minimum amount of capital with which the Corporation will commence business upon filing of the Articles of Incorporation is five hundred (\$500.00) dollars.

ARTICLE VIII. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors and officers may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTORS

The name of the initial director and/or officer of this Corporation and the director's street address is:

Clifton Cherry,
address: 10865 Clara Lane, St. Petersburg, Florida 33708.

The person named as initial director shall hold office for the first year of existence of this Corporation or until additional directors and/or officers or any successor(s) is/are elected or appointed and have qualified, whichever occurs first.

ARTICLE X. RESERVATION OF POWER TO AMEND ARTICLES OF INCORPORATION

The Board of Director(s) shall have the power to amend the Articles of Incorporation without shareholder approval so long as such amendment is consistent with Florida Laws.

ARTICLE XI. INCORPORATOR


The name and street address of the person signing these Articles of Incorporation as Incorporator is:

Clifton Cherry,
address: 10865 Clara Lane, St. Petersburg, Florida 33708.

ARTICLE XII. INTERESTED DIRECTORS

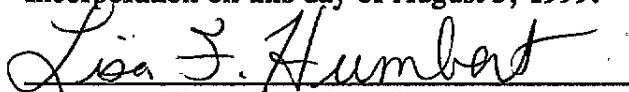
No contract or transaction between this Corporation and any of its director(s), or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

IN WITNESS WHEREOF, the undersigned, as incorporator has executed the foregoing Articles of Incorporation on this day, August 5, 1999.


Clifton Cherry, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared Clifton Cherry, who has produced a valid Florida Driver's license as identification or who is personally known to me to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he freely and voluntarily subscribed to these Articles of Incorporation on this day of August 5, 1999. FL OLA CG00-116-52-339-0


Notary Public - State of Florida

My Commission Name:

My Commission Number:

My Commission Expires:



LISA F HUMBERT
My Commission CC479513
Expires Aug. 29, 1999
Bonded by ANB
P.O. 852-5878

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

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

That Ads in Motion, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at:

10865 Clara Lane, St. Petersburg, Florida 33708.


in Pinellas County, State of Florida, has named

Clifton Cherry, of 10865 Clara Lane, St. Petersburg, Florida 33708.

Pinellas County, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated 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.


Clifton Cherry
Registered Agent

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TALLAHASSEE, FLORIDA