

A&A BUSINESS CONSULTANTS

7124 Parkside Villa Drive North
St. Petersburg, Florida 33709

(813) 541-7960

P9900007658

August 19, 1999

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

300002967263- -8
-08/23/99-01139-002
*****87.50 *****87.50

Re: Sunset Advertising Distributors, Inc.

Gentlemen:

Enclosed please find the following:

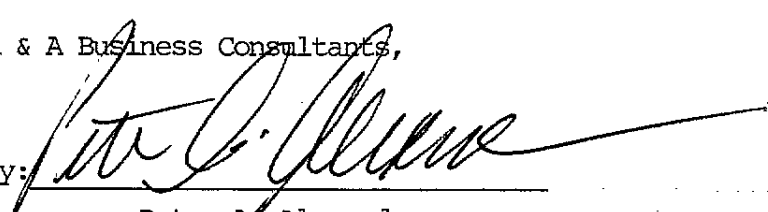
1. Original and copy of Certificate of Incorporation and Resident Agent certificate; and
2. Check number 1589 in the amount of \$87.50 representing the necessary fees and certified copy of certificate.

Thank you for your anticipated courtesy and cooperation.

Very truly yours,

A & A Business Consultants,

By:


Peter A. Alexander

la:pa
Enclosures

99 AUG 23 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

August 01, 1999

ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION, the subscribers form a corporation under Florida Law.

1. **NAME.** The name of the corporation is: Sunset Advertising Distributors, Inc.

PRINCIPAL ADDRESS. 938 Fay Avenue
Largo, Fl. 33771

2. **NATURE OF BUSINESS.** The corporation may engage in any activity or business permitted under the laws of the United States or this State or both.

4. **CAPITAL STOCK.** The corporation is authorized to issue 1000 shares of common stock. The Board of Directors may dispose of the authorized but unissued stock from time to time.

5. **INITIAL CAPITAL.** The corporation will begin business with capital of \$500.00

6. **TERM.** The corporation shall exist perpetually.

7. **REGISTERED OFFICE ADDRESS.** The registered address of the corporation in Florida is 938 Fay Avenue, Largo, Fl. 33771. It may be changed to any other location in Florida by the Board of Directors from time to time. The Registered Agent at this address is Leo A. Shiflett.

8. **DIRECTOR.** The corporation shall have one (1) director initially. The number may change from time to time by the stockholders.

9. **INITIAL DIRECTOR.** The name and street address of each member of the first Board of Director is:

LEO A. SHIFLETT
938 Fay Avenue
Largo, Fl. 33771

Each director shall hold office until the first annual meeting of stockholders.

10. **OFFICERS.** The names of the initial officers of the corporation are:

LEO A. SHIFLETT	President
LEO A. SHIFLETT	Secretary/Treasurer

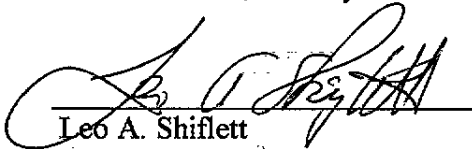
FILED
99 AUG 23 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11. **SUBSCRIBER.** The name and street address of each subscriber to these Articles of Incorporation is:

LEO A. SHIFLETT
938 Fay Avenue
Largo, Fl. 33771

12. **ORGANIZATION.** The subscriber or his assignee shall organize the corporation after approval of these Articles of Incorporation by the Department of State and shall adopt initial bylaws for the corporation.
13. **BYLAWS.** After adoption of the initial bylaws under the preceding article, bylaws may be adopted, amended or repealed by the stockholders of the corporation. The Board of Directors may adopt bylaws, subject to the stockholders' approval at their next ensuing meeting, but the bylaws adopted by the Board of Directors shall not conflict with those adopted by the stockholders.
14. **REGISTERED RESIDENT AGENT.** The corporation designates Leo A. Shiflett, as its agent to accept service of process within this State.
15. **STOCK RESTRICTIONS.** By agreement, the stockholders and the corporation may restrict or limit the sale or transfer, or both, of stock of the corporation, grant preemptive rights of the purchase to each other and prescribe the terms and limitations of the rights, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The bylaws may provide for transfer on the corporate books in conformity with the agreement.
16. **CONFLICT OF INTEREST.** No transaction between the corporation and one or more directors or officers or between this corporation and any other corporation, from or from an association in which one or more of the directors or officers of this corporation are directors or officers or are financially interested shall be either void or violable because the director or officer concerned is present at the meeting of the Board of Directors, or a committee of it, that authorized or approves the transaction or that his vote is counted for the authorization or approval of the transaction or for a quorum if the common directorship, office holding or financial interest is disclosed or known to the Board of Directors or committee.

DATED this 19 Day of August 1999


Leo A. Shiflett
STATE OF FLORIDA

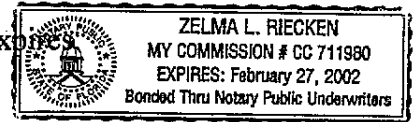
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19 day of Aug. 1999, by Leo A. Shiflett, as President of Sunset Advertising Distributors, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me (or has produced as identification).

Notary Public

Zelma L. Riecken

Printed Name State of Florida at Large (Seal) My Commission Expires



CONSENT OF RESIDENT AGENT

HAVING BEEN NAMED to accept service of process for this corporation at the place designated in the foregoing Articles, the undersigned accepts the designation.

Leo A. Shiflett

Leo A. Shiflett

FILED
99 AUG 23 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA