

P99000088189

11316 Stratton Park Drive
Tampa, Florida 33617

October 1, 1999

Division of Corporations
Department of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: Doug Sanders Communications, Inc.
Articles of Incorporation

700003004417-9
-10/04/99-01105-011
*****78.75 *****78.75

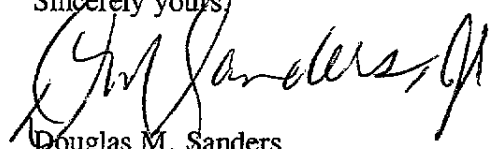
Dear Madam or Sir:

Enclosed for filing, on behalf of Doug Sanders Communications, Inc. (the "Company"), are (i) the Company's Articles of Incorporation, and (ii) a money order in the amount of \$78.75 payable to the Secretary of State to cover the filing fees.

Please send a certified copy of the Company's Articles of Incorporation in the enclosed self-addressed envelope once they have been filed. The fee for the certified copy has been included in the above-referenced money order.

If you have any questions, please call the undersigned at (813) 989-9746.

Sincerely yours,



Douglas M. Sanders
Incorporator

Enclosures

FILED
99 OCT -4 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/06/99

T.B.

**ARTICLES OF INCORPORATION
OF
DOUG SANDERS COMMUNICATIONS, INC.**

FILED

99 OCT -4 AM 10:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, hereby forms a corporation under the Florida Business Corporation Act and adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the corporation (hereinafter referred to as the "Corporation") is:

Doug Sanders Communications, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The initial principal office and mailing address of the Corporation is 11316 Stratton Park Drive, Tampa, Florida 33617.

ARTICLE III

Effective Date

The Corporation shall commence existence on the date these Articles of Incorporation are filed by the Florida Department of State, and the Corporation shall exist perpetually thereafter.

ARTICLE IV

Capital Stock

The total number of shares of capital stock which the Corporation shall have authority to issue is One Hundred Thousand (100,000) common shares, having a par value of \$0.01 per share.

ARTICLE V

Initial Registered Agent and Office

The street address of the initial registered office of the Corporation is 11316 Stratton Park Drive, Tampa, Florida 33617, and the name of its initial registered agent at that address is Douglas M. Sanders.

ARTICLE VI

Incorporator

The name and mailing address of the sole incorporator is as follows:

Name

Address

Douglas M. Sanders

11316 Stratton Park Drive
Tampa, Florida 33617

ARTICLE VII

Purpose

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida.

ARTICLE VIII

Initial Directors

The Corporation shall have one (1) director initially, who shall serve as a director of the Corporation until the first annual meeting of shareholders and his successor is elected and qualified, or until his earlier resignation, removal from office, or death. The number of directors of the Corporation thereafter shall be such number as from time to time fixed by, or in the manner prescribed by, the bylaws of the Corporation. The name and mailing address of the person who shall serve as the initial director is:

<u>Name</u>	<u>Address</u>
Douglas M. Sanders	11316 Stratton Park Drive Tampa, Florida 33617

ARTICLE IX

Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of the Articles of Incorporation of which this Article IX is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

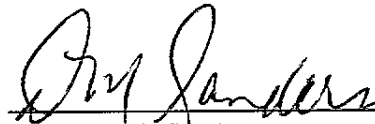
ARTICLE X

Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the

laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or confessed herein upon shareholders or directors are granted or confessed subject to this reservation.

Dated this 1st day of October, 1999.

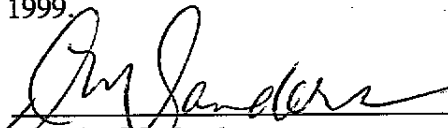


Douglas M. Sanders
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated effective as of this 1st day of October, 1999.



Douglas M. Sanders
Registered Agent