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FILED  
99 OCT 21 PM 6:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 18, 1999

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

100003020911--7  
-10/21/99--01062--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen

Enclosed are the executed Articles of Incorporation of O'NEILL ADVERTISING, INC. together with my client's check in the amount of \$78.75 to cover filing fees and certified copy. Please return the certified copy of the Articles directly to my client :

O'Neill Advertising, Inc.  
19321 U.S. Highway 19 North, *suite 500*  
Clearwater, Florida 33764

Sincerely,



David Cole Davidson, Esquire

D. BROWN OCT 22 1999

**ARTICLES OF INCORPORATION  
OF  
O'NEILL ADVERTISING, INC.**

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TALLAHASSEE, FLORIDA**

The undersigned hereby executes the following for the purpose of forming a corporation under the General Corporation Act of the State of Florida providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

**ARTICLE I  
Name and Address**

The name of the corporation shall be O'NEILL ADVERTISING, INC.  
The street and mailing address of the corporation is:  
19321 U.S. Highway 19 North, Suite 500, Clearwater, Florida 33764

**ARTICLE II  
Existence**

This corporation shall have perpetual existence unless sooner dissolved by law.

**ARTICLE III  
Purpose**

The corporation is organized for the purpose of any and all lawful business under the laws of the State of Florida and the United States.

**ARTICLE IV  
Capital Stock**

The authorized capital stock of the corporation shall be 1,000 shares of common stock at no par value. Such stock shall be issued by the Board of Directors for such consideration as in the opinion of the Board of Directors is equivalent to such market value therefor, and said stock may be paid for in money or tangible personal property, but not for labor, services or stock, at a just

valuation to be fixed by the Board of Directors or issued as partly paid when so ordered by the Board of Directors.

**ARTICLE V**  
**Preemptive Rights**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or to subscribe for, at the issue price thereof, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment therefor or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof. These provisions as to preemptive rights shall not be amended, rescinded, or otherwise altered in any manner except by unanimous vote of the shareholders.

**ARTICLE VI**  
**Initial Registered Agent and Office**

The name of the initial registered agent of the corporation is John O'Neill.  
The street address of the initial registered office and registered agent of this corporation is:  
19321 U.S. Highway 19 North, Suite 500, Clearwater, Florida 33763

**ARTICLE VII**  
**Initial Board of Directors**

The corporation shall be managed by a Board of Directors. The corporation shall have one director initially. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one. The name and address of the initial Director is:

Name:	Address:
John O'Neill	19321 U.S. Highway 19 North, Suite 500, Clearwater, Florida 33764

**ARTICLE VIII  
Incorporators**

The name and address of the person signing these articles is:

Name: Address:

John O'Neill 19321 U.S. Highway 19 North, Suite 500, Clearwater, Florida 33764

**ARTICLE IX  
Indemnification**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation on the 17 day of October, 1999.

  
\_\_\_\_\_  
John O'Neill

**ACCEPTANCE OF DESIGNATION**

I, the undersigned, am familiar with the obligations of resident agent and accept designation as Registered Agent of:

O'NEILL ADVERTISING, INC.

  
\_\_\_\_\_  
John O'Neill

Articles of Incorporation of O'Neill Advertising, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA