

Simon, Green & Associates, Inc.
Certified Public Accountants

8750 Perimeter Park Boulevard
Jacksonville, Florida 32216-6347
Office 904/928-1040
Fax 904/928-0939

P99000102911

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

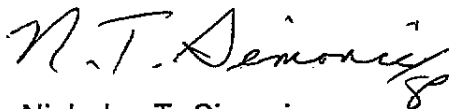
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*****70.00 *****70.00

SUBJECT: VANDERGRIF MEDIA SOLUTIONS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation
and a check for in the amount of \$70.00 to cover the filing fee.

We would like to take this opportunity to thank you in advance for the
expedient processing of these Articles of Incorporation.

Cordially,



Nicholas T. Simon
Certified Public Accountant

NTS/gs
enclosures

FILED
1999 NOV 22 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell NOV 22 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
VANDERGRIFF MEDIA SOLUTIONS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

VANDERGRIFF MEDIA SOLUTIONS, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this Corporation shall be:

**12654 GANDALF LANE
JACKSONVILLE, FLORIDA 32225**

ARTICLE III. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 100 shares of common stock, having a par value of \$1.00.

ARTICLE V, REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**STEVEN C. VANDERGRIFT
12654 GANDALF LANE
JACKSONVILLE, FLORIDA 32225**

ARTICLE VI, TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VII, PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII, DIRECTORS

This Corporation shall have no directors, initially. The affairs of the Corporation will be managed by the shareholder until such time directors are designated as provided by the Bylaws.

ARTICLE IX, INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

**STEVEN C. VANDERGRIFT
12654 GANDALF LANE
JACKSONVILLE, FLORIDA 32225**

The undersigned incorporator has executed these Articles of Incorporation of this
_____ day of _____, 1999.



STEVEN C. VANDERGRIFT

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
1999 NOV 22 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA..

1. The name of the Corporation is:

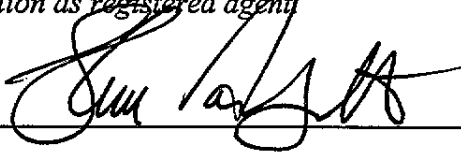
VANDERGRIF MEDIA SOLUTIONS, INC.

2. The name and address of the registered agent and office is:

**STEVEN C. VANDERGRIF
12654 GANDALF LANE
JACKSONVILLE, FLORIDA 32225**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature _____



Date _____