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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLEASE REPLY TO: ORLANDO

July 2, 2002

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VIA CERTIFIED MAIL

RETURN RECEIPT NO.: 7001 0320 0002 2840 2326

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

RE: Cowin Media, Inc.
Our File No.: 700258

Ladies and Gentlemen:

Enclosed for filing on behalf of the above-referenced corporation is one original Articles of Organization. Also enclosed is the client's check in the amount of \$70.00 as payment of the \$35.00 filing fee and \$35.00 registered agent designation fee.

In addition, enclosed is a duplicate copy of the Articles of Incorporation. Please date stamp the enclosed duplicate copy and return it to us. We do not need a certified copy.

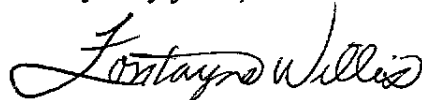
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Florida Department of State
Division of Corporations
July 2, 2002
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TALLAHASSEE FLORIDA

If you have any questions regarding the enclosed, please contact the undersigned.

Very truly yours,



Fontayne Willis, ALS, Secretary to
James D. Kisio

/efw

Enclosures

cc: Dr. Richard Cowin

I:\Clients\aa-clients\Cowin, Richard\General consult 700258\incorporation\ArtIncStCvrLtr State.doc

ARTICLES OF INCORPORATION

of

COWIN MEDIA, INC.

ARTICLE I - NAME

The name of this corporation is **Cowin Media, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal office address and the mailing address of this corporation shall be 13940 U.S. Highway 441, Suite 102, Lady Lake, Florida 32159.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business."

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one (1) share of no par value common stock which shall be designated as a "common share."

ARTICLE VI - REGISTERED AGENT AND ADDRESS

The registered agent of the corporation shall be Richard M. Cowin, and the registered office address of the corporation in the State of Florida shall be 13940 U.S. Highway 441, Suite 102, Lady Lake, Florida 32159.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and address of the person who shall serve as the sole director until the first annual meeting of shareholders, or until a successor shall have been elected and qualified, is as follows:

Richard M. Cowin
13940 U.S. Highway 441, Suite 102
Lady Lake, Florida 32159

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation are:

Richard M. Cowin
13940 U.S. Highway 441, Suite 102
Lady Lake, Florida 32159

ARTICLE IX - AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 26th day of June 2002.



Richard M. Cowin

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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:

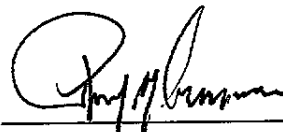
Cowin Media, Inc.
13940 U.S. Highway 441, Suite 102
Lady Lake, Florida 32159

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

Richard M. Cowin
13940 U.S. Highway 441, Suite 102
Lady Lake, Florida 32159

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.

Date: June 26, 2002



Richard M. Cowin