

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

Universal Media Solutions, Inc.

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BK 11/26



November 21, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CARLTON FIELDS

SUBJECT: UNIVERSAL MEDIA SOLUTIONS, INC.
REF: W07000057225

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The article numbers must be listed in sequence.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

FAX Aud. #: H07000283202
Letter Number: 307A00066900

Audit No. H07000283202 3

**ARTICLES OF INCORPORATION
OF
UNIVERSAL MEDIA SOLUTIONS, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation (the "Corporation") under the laws of the State of Florida as follows:

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ARTICLE I
Name

The name of the corporation is Universal Media Solutions, Inc.

ARTICLE II
Initial Principal Office and Mailing Address

The corporation's initial principal office and mailing address is 5260 Eagle Trail Drive, Suite 200, Tampa, Florida 33634.

ARTICLE III
Shares

The corporation shall have authority to issue 10,000 common shares with a par value of \$0.01 per share.

ARTICLE IV
Initial Registered Agent and Office

The street address of its initial registered office is 4221 W. Boy Scout Boulevard, Suite 1000, Tampa, Florida 33607, and the name of its initial registered agent at that address is CFRA, LLC.

ARTICLE V
Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
David P. Burke	4221 W. Boy Scout Boulevard Suite 1000 Tampa, Florida 33607

ARTICLE VI
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 is 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 these Articles of Incorporation of which this Article VII 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 VII
Perpetual Existence


The corporation shall have perpetual existence.

ARTICLE VIII
Initial Director

The name and address of the initial director are:

<u>Name</u>	<u>Address</u>
Darren Lctang	5260 Eagle Trail Drive Suite 200 Tampa, FL 33634

Dated this 29~~th~~ day of November 2007.



David P. Burke, Incorporator

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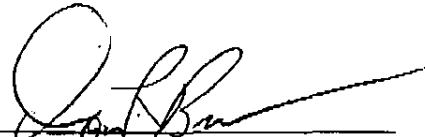
ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligations of its position as registered agent.

Dated this 20~~th~~ day of November 2007.

REGISTERED AGENT:

CFRA, LLC,
a Florida limited liability company

By: 
David P. Burke