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ACCOUNT NO. : 072100000032

REFERENCE : 882245 4355221

AUTHORIZATION : Patricia Pruitt

COST LIMIT : \$ 122.50

ORDER DATE : July 7, 1998

ORDER TIME : 11:16 AM

ORDER NO. : 882245-010

800002581 708--3

CUSTOMER NO: 4355221

CUSTOMER: John E. Moore, Iii, Esq
COLLINS BROWN CALDWELL BARKETT
ROSSWAY GARAVAGLIA & MOORE
756 Beach Boulevard

Vero Beach, FL 32963

DOMESTIC FILING

NAME: GEFFEN MEDIA CONSULTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 PM 1:20

RECEIVED
98 JUL -7 AM 9:57
STACY L EARNEST

ARTICLES OF INCORPORATION
OF
GEFFEN MEDIA CONSULTING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 PM 1:20

ARTICLE I - NAME

The name of this corporation is GEFEN MEDIA CONSULTING, INC., which shall be referred to as the "Corporation". The Corporation is organized under the provisions of Chapter 607 et. seq. of the Florida Statutes.

ARTICLE II - DURATION

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The amount of capital stock authorized for the Corporation is a maximum of ten thousand (10,000) shares of \$1.00 par value common stock which shall be issued as fully paid and nonassessable. The stock of this Corporation shall be so assigned, issued, and transferred only in accordance with such By-Laws as the Corporation shall from time to time make, change, or alter with a lien reserved in favor of the Corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the Corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent and the initial registered office of this Corporation are:

John E. Moore, III, Esq.
756 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE VI - PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is:

981 37th Place
Vero Beach, Florida 32960

ARTICLE VII - INCORPORATOR

The name and address of the persons signing these Articles are:

John E. Moore, III, Esq.
756 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred upon stockholders, directors, and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 2 day of July, 1998.

Jeanfer A. Resinger
Witness

John E. Moore, III, Esq.
John E. Moore, III, Esq.

[Signature]
Witness

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -7 PM 1:20

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant of Chapter 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Geffen Media Consulting, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Vero Beach, County of Indian River, State of Florida, has named John E. Moore, III, Esq., Resident Agent, located at 756 Beachland Boulevard, City of Vero Beach, County of Indian River, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated by this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: [Signature]
John E. Moore, III, Esq. (Registered Agent)