

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : ADORNO & ZEDER, P.A.
Account Number : 072100000120
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FLORIDA PROFIT CORPORATION OR P.A.

All Media Corp.

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**ARTICLES OF INCORPORATION
OF
ALL MEDIA CORP.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607, Florida Statutes:

ARTICLE I. NAME

The name of this corporation is All Media Corp. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

5757 West Century Blvd.
7th Floor, #26
Los Angeles, California 90045

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ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100,000,000 shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be A Z Registered Agent Corporation.

ARTICLE V. - INCORPORATOR

The name and street address of the entity signing these Articles of Incorporation is A Z Registered Agent Corporation, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

This document prepared by:
Justin T. Wilson
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133
(305) 858-5555

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06/10/99 12:24 FAX 305 8584777

ADORNO = ZEDER

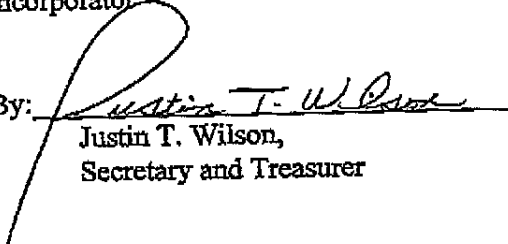
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on
June 10, 1999.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By:


Justin T. Wilson,
Secretary and Treasurer

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is All Media Corp.
2. The name and address of the Registered Agent is: A Z Registered Agent Corporation,
2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the Registered Agent of All Media Corp., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the Registered Agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for the Corporation.

Dated this 10th day of June, 1999

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By:

Justin T. Wilson
Justin T. Wilson,
Secretary and Treasurer

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