

P99000073615

Florida Department of State
Division of Corporations
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EFFECTIVE DATE
8-16-99

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Account Name : BUSH ROSS GARDNER WARREN & RUDY, P.A.
Account Number : I19990000150
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FLORIDA PROFIT CORPORATION OR P.A.

1:1 MEDIA, INC.

Certificate of Status	0
Certified Copy	1
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No.0315 P. 2

**ARTICLES OF INCORPORATION
OF
1:1 MEDIA, INC.**

EFFECTIVE DATE
8-16-99

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is 1:1 Media, Inc. and its principal office and mailing address is 210 S. O'Brien Street, Tampa, FL 33609.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on August 16, 1999.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

Name: Jennifer D. Riddle
Address: 220 S. Franklin Street
Tampa, FL 33602
Telephone Number: (813) 224-9255
Facsimile Audit Number: H990000204943

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ARTICLE IV

Capital Stock

"The aggregate number of shares of stock authorized to be issued by this corporation shall be 20,000,000 shares of common stock, each with a par value of \$.001 (the "Common Stock"), and 5,000,000 shares of preferred stock, each with a par value of \$.01 (the "Preferred Stock"). Each share of issued and outstanding Common Stock shall entitle the holder thereof to one vote on each matter with respect to which shareholders have the right to vote and to fully participate in all shareholder meetings. Each share of Common Stock shall entitle the holder thereof to share ratably in the net assets of the corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the Preferred Stock as hereinafter set forth.

The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law, as determined from time to time by the Board of Directors and stated in any resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated, prior to the issuance of any shares thereof, by some distinguishing letter, number or title.

Before any shares of a particular series of Preferred Stock are issued, the designations of such series and its terms shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in a resolution providing for the issuance of such shares adopted by

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the Board of Directors pursuant to authority hereby vested in it. Such designations and terms shall be set forth in full or summarized on the certificates for such series."

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is John N. Giordano, Esq.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Address

Jennifer Riddle

220 S. Franklin Street
Tampa, FL 33602

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

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ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 16th day of August, 1999.



Jennifer Riddle, Incorporator

AUG. 18. 1999 11:19AM

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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, 1:1 Media, Inc., desiring to organize under the laws of the State of Florida, hereby designates John N. Giordano, Esq., an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

1:1 Media, Inc.

By Jennifer Riddle
Jennifer Riddle, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

John N. Giordano
John N. Giordano

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