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December 7, 2000

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

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**Re: Collegiate Media Management, Inc.
Date of Incorporation – November 8, 1999
Fed. I.D. # – 65-0883285**

Dear Sirs:

Enclosed is a copy of an Application by Collegiate Media Management, Inc. for Authorization as a Foreign Corporation to Transact Business in Florida, along with the original Certificate of Good Standing from the Office of the Secretary of State, State of Delaware. Also enclosed is a check in the amount of \$96.25 to cover the \$87.50 filing fee and the \$8.75 fee for a certified copy.

If you have any questions or comments, please feel free to contact me.

Very truly yours,


Steven A. Schultz

SAS\bjc

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Application by
Collegiate Media Management, Inc.
for Authorization as a Foreign Corporation
to Transact Business in Florida

IN COMPLIANCE WITH SECTION 607.1503 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER **COLLEGIATE MEDIA MANAGEMENT, INC.** TO TRANSACT BUSINESS AS A FOREIGN CORPORATION IN THE STATE OF FLORIDA:

1. The Name of the corporation is: **Collegiate Media Management, Inc.**
2. The corporation was incorporated under the laws of the State of **Delaware**.
3. The date of incorporation was: **October 22, 1999**.
4. The duration of the corporation is: **Perpetual**.
5. The corporation's federal employer identification number is **65-0883285**.
6. The date the corporation first transacted business in the State of Florida: The corporation proposes to engage in business upon obtaining a certificate of authority from the Department of State.
7. The corporation's current mailing address is: **3300 N.W. 112th Street, Miami, FL 33167**.
8. The nature of the business in which the corporation is engaged or proposes to be engaged in the state of Florida is: **Creating and operating website(s) on Internet**.
9. Names and address of officers and or directors:
 - A. Directors: **Craig A. Green:** 3300 N.W. 112th Street
Miami, FL 33167
 - Arthur Green:** 3350 N.W. 112th Street
Miami, FL 33167
 - Brian Maser:** 3300 N.W. 112th Street
Miami, FL 33167

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B. Officers: **Craig A. Green:** President and Co-CEO
Brian Maser: Co-CEO, Vice President and Secretary
Arthur Green: Treasurer and Assistant Secretary

[See A above for Officers' addresses]

10. Name and Street address of Florida registered agent:

Steven A. Schultz, Esq.
c/o Zack Kosnitzky, P.A.
100 S.E. 2nd Street
28th Floor
Miami, FL 33131

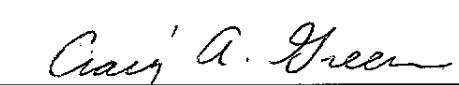
11. Registered agent's acceptance:

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


Steven A. Schultz

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

IN WITNESS WHEREOF, the undersigned, as the President of **Collegiate Media Management, Inc.**, has executed the foregoing Application for Authorization as a Foreign Corporation to Transact Business in Florida on this 7th day of December, 2000.

By: 
Craig A. Green, President

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLLEGIATE MEDIA MANAGEMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COLLEGIATE MEDIA MANAGEMENT, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 1999.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUTHENTICATION: 0820494

DATE: 11-29-00



Edward J. Freel

Edward J. Freel, Secretary of State