

F9500000455

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: VIEWFINDERS, Incorporated
(Name of corporation - must include suffix)

5000018811135
-01/13/95--01115--007
\$\$\$70.00 \$\$\$70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JOHN F. STAGL
(Name of Person)
VIEWFINDERS, INC.
(Firm/Company)
1820 NE JENSEN BEACH BLVD. #511
(Address)
JENSEN BEACH, FL 34957
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

JOHN STAGL at (407) 229-1712
(Name of Person) Area Code & Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 27 AM 10:18
mtm

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1995

JOHN F. STAGL
1820 NE JENSEN BEACH BLVD., #551
JENSEN BEACH, FL 34957

SUBJECT: VIEWFINDERS, INC.
Ref. Number: W95000001095

95 JAN 27 PM 10:18
RECEIVED
CORPORATIONS
DIVISION

We have received your document for VIEWFINDERS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Corporate Specialist

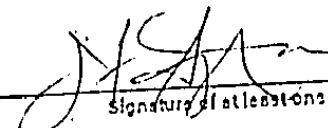
Letter Number: 895A00001769

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned John Steele, do hereby certify
that this Resolution of the Board of Directors of View Finders, Inc.
a corporation duly organized and existing under the laws of the State of Indiana,
was duly adopted on Jan 23, 19 95.

Resolved, that View Finders, Inc., organized
and existing in the State of Indiana, hereby adopts the
name MediaMax Productions, Inc. for use in Florida.

Dated: 1/23/95



Signature of at least one director

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STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. VIEWFINDERS, INCORPORATED
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. INDIANA 3. 38-3163705
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. Oct 4, 1993 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1/4/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 157 York Cir., Valparaiso, IN 46383 - Indiana
1520 NE Jensen Beach Blvd #557, Jensen Beach, FL 34957 - Florida
(Current mailing address)
8. VIDEO PRODUCTION & SALES - EXPANDING BUSINESS
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: JOHN STAGL

Office Address: 1520 NE Jensen Beach Blvd #557
Jensen Beach, Florida, 34957
(Zip Code)

10. 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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

J. F. Stagl
(Registered agent's signature)

11. 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.

A. DIRECTORS

Grass, Ind 46403

Address: _____

(Typed or printed name and capacity of person signing application)

95 JAN 27 AM 10:18

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

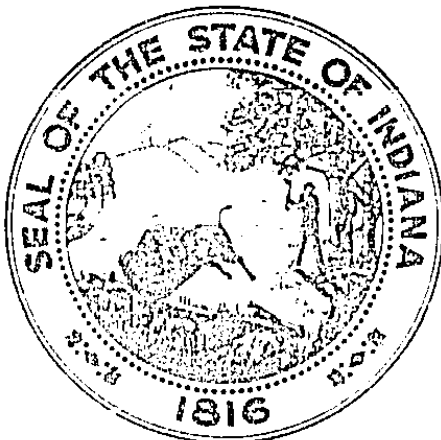
VIEWFINDERS, INC.

filed Articles of Incorporation on October 04, 1993, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

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SECRETARY OF STATE
JAN 27 AM 10:18

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-ninth day of December, 1994



Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

By JH Marshall
Deputy