

NO2000003457

LAW OFFICES
CARL G. SANTANGELO
PROFESSIONAL ASSOCIATION
3000 NORTH FEDERAL HIGHWAY
BUILDING TWO, SUITE 200
FORT LAUDERDALE, FLORIDA 33308
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FILED
02 MAY -3 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 25, 2002

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: INTERMEDIA, INC..

Dear Sir/Madam:

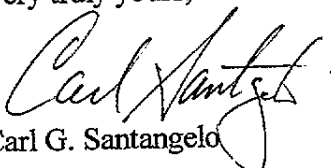
Enclosed please find an original and one copy of the Articles of Incorporation and Designation of Registered Agent for the captioned corporation, along with our check in the amount of \$78.75 representing the following:

Filing fee	\$ 35.00
Certified copy	8.75
Registered Agent Designation	<u>35.00</u>
	<u>\$78.75</u>

Once the Articles have been filed, please return a certified copy of same to the undersigned in the self-addressed, stamped envelope provided for your convenience.

Thank you for your cooperation. Should you have any questions regarding the enclosed, please do not hesitate to contact me.

Very truly yours,


Carl G. Santangelo

CGS:ms
enc.

cc: Mr. Hal M. Plotkin

**ARTICLES OF INCORPORATION
OF
INTERMEDIA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed by the Incorporator(s) for the purpose of forming a nonprofit corporation pursuant to the provisions of the Florida Not For Profit Corporation Act, F.S. Chapter 617, as amended, as follows:

ARTICLE I

Name

The name of the corporation is INTERMEDIA, INC.

ARTICLE II

Purpose and Powers

The purpose for which the corporation is formed and the powers it may exercise are as follows:

To promote and support the Deerfield Graphic Design Booster Club at Deerfield High School, Deerfield Beach, Florida, through its activities as an advertising and visual communications company.

To provide extra curricular activities to students in a Communications/Broadcast Arts magnet program that emphasizes visual and communication arts for a commercial, industrial environment.

To design and produce a web site wherein advertising will fund equipment purchases, web posting/maintenance, field trips and guest speakers.

To solicit, collect, receive and administer funds exclusively for such purposes as permitted for organizations defined in Section 501(c)(3) of the Internal Revenue Code;

To administer and distribute the corporation's income and assets in such manner as in the Directors' judgment will best promote its objectives and purposes; and

To exercise any power which is consistent with the purposes described above and which a nonprofit corporation organized under the provisions of the Florida Not For Profit Corporation Act may exercise, but no other power.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by (i) an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and other related legislation and regulations as they now exist or may hereafter be amended, or (ii) an organization's contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code and related legislation and regulations as they now exist or may hereafter be amended.

No substantial part of the corporation's direct or indirect activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 4945 of the Internal Revenue Code. The corporation shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III

Registered Office and Registered Agent

The street address (which is the mailing address) of the corporation's initial registered office is 3000 North Federal Highway, Building 2, Suite 200, Fort Lauderdale, Florida 33306. The name of the initial resident agent at the registered office is Carl G. Santangelo.

ARTICLE IV

Form of Organization, Assets and Financing

The corporation is formed on a nonstock, directorship basis.

The corporation possesses the following assets:

Real Property:	None
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Personal Property	None
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The general plan under which the corporation is to be financed is by contributions of funds and property for its purposes as stated in these Articles and for no other purpose.

ARTICLE V

Incorporator

The name and address of the Incorporator(s) is/are as follows:

Hal Martin Plotkin
41 Citrus Park Drive
Boynton Beach, Florida 33436

ARTICLE VI

First Board of Directors

The names and addresses of the members of the first Board of Directors of the corporation are as follows:

Hal Martin Plotkin	Cindy Dunn	Linda Chapman
41 Citrus Park Drive	1529 Middle River Drive	133 SW 27 th Avenue
Boynton Beach, Florida 33436	Fort Lauderdale, FL 33304	Deerfield Beach, FL 33442

The manner in which the directors shall be elected or appointed shall be stated in the corporation's bylaws.

ARTICLE VII

Limitation of Volunteer Directors' Liability

A volunteer director shall not be personally liable to the corporation for monetary damages for breach of the director's fiduciary duty, except that a volunteer director's liability is not limited for:

- (1) a breach of the director's duty of loyalty to the corporation;
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (3) a violation of Florida Statutes Section 617.5050 and Florida Statutes Section 617.0833 of the Florida Not For Profit Corporation Act, which relates to the making of unauthorized distributions and loans;

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- (4) a transaction from which the director derived an improper personal benefit; or
 - (5) an act or omission that is grossly negligent.

The corporation shall assume all liability to any person other than the corporation for all acts or omissions of a volunteer director incurred in the good faith performance of the volunteer director's duties as such.

If, after the adoption of this article, the Florida Not For Profit Corporation Act is amended to further eliminate the liability of a volunteer director, then a volunteer director (in addition to the circumstances in which a volunteer director is not personally liable as set forth in the preceding paragraph) shall, to the fullest extent permitted by the Florida Not For Profit Corporation Act, not be liable to the corporation, as amended. No amendment to or alteration, modification or repeal of this article increases the liability or alleged liability of any volunteer director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, alteration, modification or repeal.

ARTICLE VIII

Indemnification of Directors and Officers

The corporation may indemnify its present and past directors, officers, employees and agents, and such other person as it shall have the power to indemnify, to the fullest extent permitted under the laws of the State of Florida as they now exist or may hereafter be amended, but subject to any limitations provided in the corporation's bylaws.

ARTICLE IX

Dedication of Assets

The corporation shall hold and administer all of its assets and accumulated income to effectuate its tax exempt purposes. No part of the income or assets of the corporation shall inure to the private benefit of any individual or director. If the corporation's purposes fail or if the corporation ceases to be approved as a tax exempt organization under the Internal Revenue Code, and any such defect is not cured by the appropriate amendment, or if the corporation voluntarily dissolves, then all of the corporation's assets and accumulated income shall be distributed to such other organizations as the directors (or in default in designation by the director, the Circuit Court for the County of Broward, Florida, shall designate as best accomplishing the purposes for which the corporation was formed, provided that the organizations receiving such assets are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The corporation shall be dissolved after all its property has been so distributed.

ARTICLE X

Restrictions and Limitations

The corporation shall be organized and operated so as not to constitute a "private foundation" under the provisions of Section 509 of the Internal Revenue Code as it now

exists or may hereafter be amended. Without limiting the foregoing general prohibition, the following shall apply:

- (1) No part of the net assets or earnings of the corporation shall inure to the benefit of any private individual, firm or corporation;
- (2) No substantial part of the activities of the corporation shall be to carry on propaganda or to otherwise attempt to influence legislation;
- (3) The corporation shall not intervene in any political campaign on behalf of any candidate for public office;
- (4) The income and/or principal of the corporation shall be distributed in such manner and at such time as not to subject the corporation to taxes on undistributed income imposed by Section 4942 of the Internal Revenue Code;
- (5) The corporation shall not engage in or permit any act of self-dealing, as such terms is defined in Section 4941(d) of the Internal Revenue Code;
- (6) The corporation shall not make any investments which would have the effect of subjecting it to tax under Section 4944 of the Internal Revenue Code;
- (7) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code beyond the period permitted therein for the disposition of such excess business holdings; and
- (8) The corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XI

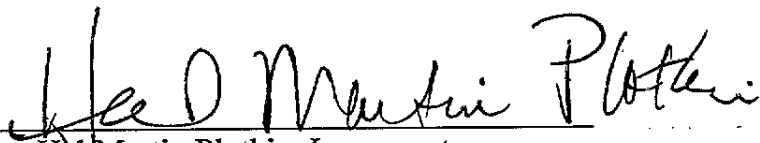
Amendments

The corporation may amend or repeal any provision contained in these Articles of Incorporation and add additional articles in the manner prescribed by statute.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 15th day of March, 2002.

INTERMEDIA, INC.

By:


Hal Martin Plotkin, Incorporator

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

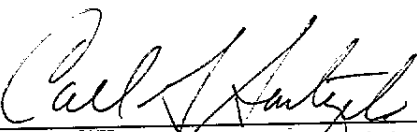
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CLERK OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 617.0501 Florida Statutes, the following is submitted in compliance with said Act:

First, that INTERMEDIA, INC. is qualified to do business under the laws of the State of Florida, with its principal office at 41 Citrus Park Drive, Boynton Beach, Florida 33436, County of Broward, State of Florida, has appointed Carl G. Santangelo, 3000 North Federal Highway, Building 2, Suite 200, Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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



Carl G. Santangelo, Registered Agent