

N9600000/110

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32399

Re: Institute for Media Arts, Inc.
A Florida Not For Profit Corporation

Dear Sir/Madam:

Enclosed please find Articles of Incorporation and Certificate with our check in the amount of \$122.75 filing fee. Please return an extra filed set in the enclosed envelope.

Thank you for your assistance.

Very truly yours,

Phyllis A. Dwyer

Phyllis A. Dwyer
1825 N.E. 149 Street
Miami, Florida 33181
(305) 945-6789

25 February, 1996

*Called Stollen corrected
F.A. address as at
1425 NE...*

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION TALLAHASSEE, FLORIDA

of

Institute for Media Arts, Inc.

A Nonprofit Corporation

The undersigned, acting as Incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

ARTICLE 1

The name of this corporation is:

Institute for Media Arts, Inc.

ARTICLE 2

The principal office address and the mailing address of the corporation is:

1825 NE 149 Street
Miami, FL 33181

ARTICLE 3

The specific purposes for which the corporation is organized are: This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)3 of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code, or any corresponding section of any future federal tax code. This corporation is organized to obtain, or develop and produce educational material to be disseminated to the public, including, but not limited to, material relating to communications, broadcasting, computing, publishing, motion pictures, films, videos, or otherwise. This corporation is organized to engage in any lawful act or activity for which corporations may be organized under the Corporations Law of Florida.

ARTICLE 4

The number of initial directors of this corporation is (3). Their names and addresses are as follows:

1. David Haylock
10635 NE 11 Court
Miami, FL 33138
2. Jeb Bergh
5 Dolphins Rise
Lloyd Harbor, NY 11743
3. Nunzio Fazio
4930 Coldwater Canyon
Apt. 219
Sherman Oaks, CA 91423

Directors shall be elected in the manner and for the terms provided in the corporation bylaws.

ARTICLE 5

There are no provisions to limit the corporate powers authorized under section 617.0302, Florida Statutes.

ARTICLE 6

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE 7

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

ARTICLE 8

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(C)3 of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code.

ARTICLE 9

The name of the registered agent and the registered street address for the corporation are:

Phyllis A. Dwyer
1825 N.E. 149 Street
Miami, FL 33181

ARTICLE 10

The name and the street address of the Incorporator for these Articles of Incorporation are:

Phyllis A. Dwyer
275 NW 181st Street
Miami, FL 33169

ARTICLE 11

The period of duration of this corporation is perpetual.

ARTICLE 12

Upon the dissolution of this corporation, its assets remaining after payment of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(C)3, of the Internal Revenue Code or shall be distributed to the Federal Government, or to a State or Local Government for a public purpose.

The undersigned Incorporator has executed these Articles of Incorporation this day of February, 1996.

Signature of the Incorporator


Phyllis A. Dwyer

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

First--That Institute for Media Arts, Inc. desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the articles of incorporation
at 1825 Northeast 149 Street, City of Miami, County of Dade, 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 provision of said Act relative to keeping open said office.

By

Phyllis A. Dwyer
PHYLLIS A. DWYER

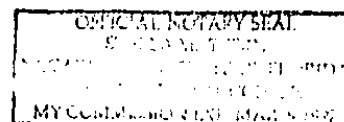
State of Florida
County of Dade

Sworn to and subscribed before me this 25th day of February, A.D. 1996.

Identity verified by driver's license No. D 600 661 32 971 0

Stella Mattern

Notary Public, No.



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