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THEODORE DANIELS

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MEMBER:  
FLORIDA BAR  
NEW YORK BAR

NEW YORK OFFICE

585 STEWART AVENUE  
GARDEN CITY, NY 11530  
(516) 745-6000

December 16, 1999

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

500003089255--3  
-01/05/00-01073-019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Incorporation of Wall Street Media, Inc.


Dear Sirs and Mesdames:

We enclose Articles of Incorporation for Wall Street Media Inc. in duplicate for filing and return of a certified copy.

A check in the amount of \$78.75 representing the filing fee and certification fee is also enclosed. Kindly return the certified copy and your receipt in the self addressed envelope provided.

Thank you.

Very truly yours,



Theodore Daniels

td/mt  
10155  
Encl.

FILED  
00 JAN -5 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ag/111

**ARTICLES OF INCORPORATION**

**OF**

**WALL STREET MEDIA, INC.**

**ARTICLE I - NAME**

**WALL STREET MEDIA, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 4765 NW 76 Street, Coconut Creek, Florida 33073

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares, all of which shall be common, without par value.

**ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Theodore Daniels, 11152 Boca Woods Lane, Boca Raton, Florida 33428.

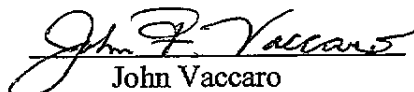
**ARTICLE V - INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is John Vaccaro, whose address is 4765 NW 76 Street, Coconut Creek, Florida 33073.

**ARTICLE VI - BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of the board of directors.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 14 day of December, 1999.

  
John Vaccaro

**FILED**  
00 JAN -5 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered officer/registered agent in the state of Florida:

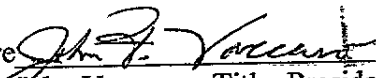
1. Name of the Corporation is:

Wall Street Media, Inc.

2. Name and address of the registered agent is:

Theodore Daniels  
11152 Boca Woods Lane  
Boca Raton, Florida 33428

Signature

  
John Vaccaro - Title: President

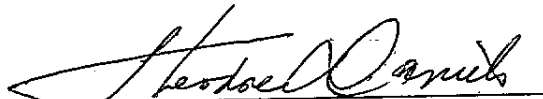
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JAN -5 PM 4:06

FILED

Date: December /4, 1999

Having been named as registered agent and to accept service for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Theodore Daniels

Date: December/5, 1999