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FILED
20 FEB -2 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 31, 2000

VIA FIRST CLASS MAIL

New Filings Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400003120934--5
-02/02/00--01070--008
*****70.00 *****70.00

Re: Articles of Incorporation filing for MEDIAHOUNDZ, INC.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation and Certificate Designating Place of Business or Domicile for the Service of Process for MEDIAHOUNDZ, INC.

Also enclosed is our firm check in the amount of \$70.00 for the filing fee and Registered Agent Designation. Please file the original Articles and date stamp the copy and return to me in the enclosed envelope.

Thank you for your cooperation in this matter. If you have any questions or concerns, please call. Thank you.

Very truly yours,


Robert J. Capko

Enclosures

F. CHESLER FEB 7 1999

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**ARTICLES OF INCORPORATION
OF
MEDIAHOUNDZ, INC.**

ARTICLE I - NAME

The name of this corporation is MEDIAHOUNDZ, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 20,000 shares of no par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT
AND CORPORATE ADDRESS**

The street address of the initial registered office of this corporation is 3381 St. James Avenue, Deltona, Florida 32738, and the name of the initial registered agent of this corporation at that address is Joseph H. Grenon.

The initial corporate address is 1051 Lee Road, #3a, Orlando, Florida 32810.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation is:

<u>Name</u>	<u>Address</u>
Joseph H. Grenon	3381 St. James Avenue Deltona, Florida 32738
Paul Jordan	1051 Lee Road, #3a Orlando, Florida 32810
Anand Nathoo	P.O. Box 4563 Winter Park, Florida 32793

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is:

Joseph H. Grenon	3381 St. James Avenue Deltona, Florida 32738
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ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 28 day of Jan, 2000.

Mediahoundz, Inc.


By Joseph H. Grenon
Joseph H. Grenon
Incorporator

STATE OF FLORIDA


COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joseph H. Grenon, Incorporator of MEDIAHOUNDZ, INC., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. The subscriber is personally known to me or produced FLA. DRIVER'S LIC as identification.
G 655-488-69-327-0

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 28th day of JANUARY, 2000.



NOTARY PUBLIC, State of Florida
at Large

 Brian A Coury
My Commission CC714608
Expires March 1, 2002

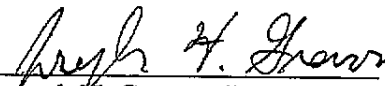
My commission expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that MEDIAHOUNDZ, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1051 Lee Road, #3a, Orlando, Florida 32810, has named Joseph H. Grenon, 3381 St. James Avenue, Deltona, Florida 32738 as its agent to accept service of process within Florida.

Dated: 1/28/2000


Joseph H. Grenon, Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

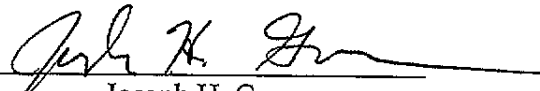
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ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Date: 1/28/2000


Joseph H. Grenon
Registered Agent