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FILED

00 FEB 21 AM 9:31

February 18, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

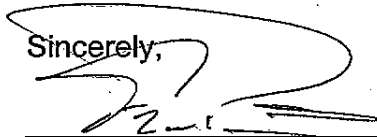
Re: FLAUNT MEDIA, INC.

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of Flaunt Media, Inc. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



Frank Perez, III

2703 Clark Road, Tampa, FL 33618

PA 2/24/2000

ARTICLES OF INCORPORATION
OF
FLAUNT MEDIA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is Flaunt Media, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 2703 Clark Road, Tampa, FL 33618.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 7,000 shares of common stock with the par value of \$1.00 per share.

ARTICLE IV

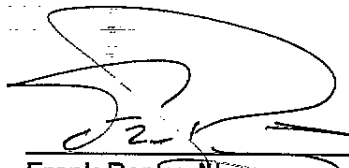
The address of the initial registered office of the Corporation is 2703 Clark Road, Tampa, Florida 33618, and the name of the Corporation's initial registered agent for service of process at such address is Frank Perez, III.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
Frank Perez, III, 2703 Clark Road, Tampa, FL 33618.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of

February, 2000.



Frank Perez, III
2703 Clark Road, Tampa, FL 33618

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

00 FEB 21 AM 9:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is: Flaunt Media, Inc.
2. The name of the registered agent and office is:

Frank Perez, III
2703 Clark Road, Tampa, Florida 33618

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS 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.

SIGNATURE

DATE


2/17/00