

P000000024488

**FEDER & DUNN, P.A.**

ATTORNEYS AT LAW  
1701 WEST HILLSBORO BOULEVARD  
SUITE 302  
DEERFIELD BEACH, FLORIDA 33442  
TELEPHONE: 954-571-9930  
FACSIMILE: 954-571-9950

GARY A. FEDER  
KENNETH J. DUNN  
BOTH ADMITTED IN FL & NJ

March 7, 2000

Department of State  
DIVISION OF CORPORATIONS  
409 E. Gaines Street  
Tallahassee, FL 32399

500003148835--1  
-02/28/00--01010--013  
\*\*\*\*155.00 \*\*\*\*\*78.75

Re: Articles of Organization for Media Mat, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation and Certification of Designation for registered agent for the above referenced company. We already sent a check in the amount of \$155.00 for Media Mat LLC, but withdrew that filing. We would like to use that money for the filing fees and certified copy cost for Media Mat, Inc. Please forward the certified copy of the recorded documents and the difference in costs to the following address:

Gary A. Feder, Esq.  
Feder & Dunn, P.A.  
1701 W. Hillsboro Blvd., 302  
Deerfield Bch., FL 33442

We thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact our offices at 954-571-9930.

Sincerely,

Erika Miller, Assistant

FILED  
00 FEB 28 AM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ajc  
3/9

W00-5877

**ARTICLES OF INCORPORATION  
OF  
MEDIA MAT, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be Media Mat, Inc.

**ARTICLE II**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is ten thousand shares. All such shares shall be of a single class and series, with a \$.0001 par value.

**ARTICLE IV**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

**ARTICLE V**

The corporation elects to have preemptive rights.

**FILED**  
00 FEB 28 AM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VI**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## **ARTICLE VII**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

## **ARTICLE VIII**

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## **ARTICLE IX**

The number of directors of the corporation shall be set by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name is Joel Pichosky and Richard Lewis with the same address as the corporation.

## **ARTICLE X**

The initial registered agent of the corporation is Gary A. Feder, Esq.. The street address of the corporation's initial registered office is 1701 W. Hillsboro Blvd., Suite 302, Deerfield Beach, FL 33442.

## ARTICLE XI

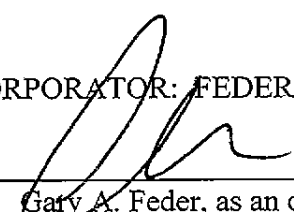
The principal place of business and mailing address of this corporation shall 6365 NW 6<sup>th</sup> Way, Suite 160, Fort Lauderdale, Florida 33309.

## ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Feder & Dunn, P.A., c/o Gary A. Feder, Esq., at 1701 W. Hillsboro Blvd., Ste. 302, Deerfield Beach, FL 33442.

The undersigned incorporator has executed these Articles of Incorporation this 7th day of March 2000.

INCORPORATOR: FEDER & DUNN, P.A.

By:  \_\_\_\_\_  
Gary A. Feder, as an officer of Feder & Dunn, P.A.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE

*Pursuant to the provisions of sections 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.*

The name of the corporation is Media Mat, Inc.

The name and address of the registered agent and office is:

Feder & Dunn, P.A.  
c/o Gary A. Feder, Esq.  
1701 W. Hillsboro Boulevard  
Suite 302  
Deerfield Beach, FL 33442

FILED  
00 FEB 28 AM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 TO 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

FEDER & DUNN, P.A.

By: \_\_\_\_\_

Gary A. Feder, as an officer of Feder & Dunn, P.A.

Dated: 3/7/00