

P000000030903

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 541-3694
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00 MAR 27 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

5th FRAME MEDIA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION**OF****5th Frame Media, Inc.****ARTICLE I. CORPORATE NAME.**

The name of this corporation is: 5th Frame Media, Inc.

Corporate Address: 3743 Coral Tree Circle, Coconut Creek Florida 33073

ARTICLE II. NATURE OF BUSINESS.

This corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III. DURATION.

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is

March 27th, 2000

ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue shares of stock as follows:

- A. **Designation:** The stock of this corporation shall be known as Common Stock.
- B. **Authorized:** The maximum number of shares of Common Stock that this corporation may issue is: 100.
- C. **Par Value:** Each share of Common Stock shall have NO par value.
- D. **Consideration:** Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any other combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. **Non-accessibility:** Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. **Voting Rights:** Each share of Common Stock shall entitle the record holder thereof, to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. **Dividends:** Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. **Liquidation Rights:** Holders of Common Stock are entitled, in the event of liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

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SECRETARY OF STATE
MIAMI, FLORIDA

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ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the Initial Registered Office of this corporation is: 7330 West 20th Avenue, Miami Lakes, FL 33016-1835 and the name of the Initial Registered Agent of this corporation at that address is Helen C. Costa, Esq.

ARTICLE VI. DIRECTORS.

This corporation shall have initially 4 (four) Directors. The number of Directors may either increase or decrease, from time to time by the bylaws but shall never be less than one. The name and address of the Director of this corporation is:

DANIEL GONZALEZ, - Director - 3743 Coral Tree Circle, Coconut Creek, Florida 33073

ADRIAN SANOGUEL, - Director - 16405 Sapphire Street, Weston, Florida 33331

RICHARD JASON BELLANGER, - Director - 6341 NW 39TH street, Coral Springs, Florida 33067

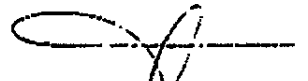
WILLIAM N. REESE, - Director - 2851 North Oakland Forest Drive, Apt. 308, Oakland Park, Florida 33309

ARTICLE VII. INITIAL SUBSCRIBER

The name and address of the Initial Subscriber of these Articles of Incorporation is:

DANIEL GONZALEZ - Director - 3743 Coral Tree Circle, Coconut Creek, Florida 33073

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of March, 2000


Daniel Gonzalez, Subscriber

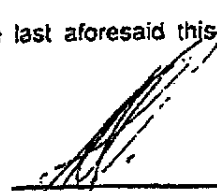
STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and takes acknowledgments, personally appeared DANIEL GONZALEZ, known to me to be the person described in an who executed the foregoing instrument, who acknowledged before me that HE executed the same, that I relied upon the following form of identification of the above-named persons: D.L.#3524186 PS 10512, and that an oath (was)(was not) taken.

Witness my hand and seal in the County and State last aforesaid this, 27 day of March, 2000.



Helen C. Costa
Commission # 00 829474
Expires Apr. 15, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY SIGNATURE

Printed Notary Signature

H00 0000 1350-5

H00 000013505

CERTIFICATE OF DESIGNATION
REGISTERED AGENT-REGISTERED OFFICE

First - That 5TH Frame Media, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation has named Helen C. Costa, Esq. located at 7330 W. 20th Avenue, Miami Lakes, FL 33016 Dade County State of Florida, as its agent to accept service of process within this state.

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: _____

Helen C. Costa, Esq., Registered Agent

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 TALLAHASSEE, FLORIDA

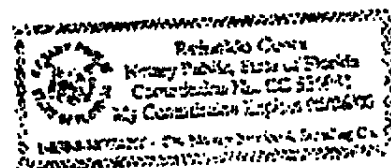
STATE OF FLORIDA)
)SS:
 COUNTY OF DADE)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Helen C. Costa, Esq. known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above-named person: DL #2 CS.mia.45/46.2.00, and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 27 day of March, 2000.

 NOTARY SIGNATURE

Printed Notary Signature



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