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Account Name : EMPIRE CORPORATE KIT COMPANY  
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**FLORIDA PROFIT CORPORATION OR P.A.**  
**MEDIA 360, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**

OF

**H00 0000 14 9.4 7****MEDIA 360, INC.**

(5)  
I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the provision of the General Business Corporation Act of the State of Florida.

**ARTICLE I**

The name of the corporation shall be: MEDIA 360, INC.

**ARTICLE II**

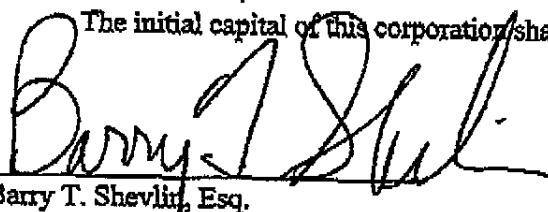
This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

**ARTICLE III**

The general purpose for which this corporation is organized shall include all transactions of any and all lawful business permitted under the General Business Corporation Act and the laws of the State of Florida.

**ARTICLE IV**

The initial capital of this corporation shall be One Thousand Dollars (\$1,000.00).



Barry T. Shevlin, Esq.  
Florida Bar No. 511587  
1111 Kane Concourse, Suite 605  
Bay Harbor Islands, Florida 33154  
(305) 868-0304

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**ARTICLE V** H00 0000 14947

The maximum number of shares of capital stock that this corporation is authorized to issue is 100,000 shares of common stock, having a par value of one cent (\$.01) per share. This class of shares shall have full voting rights.

The corporation shall have the power to amend these Articles at any time to provide for the issuance of additional classes of stock and to declare provisions for preferences, limitations, and relative rights in respect to the shares of each class.

**ARTICLE VI**

The street address of the principal office of the corporation shall be: 550 NW 72nd Avenue, Plantation, Florida 33317.

**ARTICLE VII**

The number of directors constituting the initial board of directors of the corporation shall be one but no more than five, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors are elected and shall qualify are:

Peter Moran, Director  
550 NW 72nd Avenue  
Plantation, Florida 33317

John Jonas, Director  
550 NW 72nd Avenue  
Plantation, Florida 33317

**ARTICLE VIII**

The name and address of the first officers of this corporation are as follows:

**PRESIDENT/ SECRETARY/VICE PRESIDENT:**

Peter Moran, President  
550 NW 72nd Avenue  
Plantation, Florida 33317

John Jonas, Secretary/Treasurer  
550 NW 72nd Avenue  
Plantation, Florida 33317

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ARTICLE IX

The shareholders of the corporation shall possess preemptive rights to acquire shares of stock issued by the corporation and the initial stock shall be issued as follows:

John Jonas - shareholder - 50,000 shares.  
Peter Moran - shareholder - 50,000 shares

ARTICLE X

The names and address of the initial incorporator is as follows:

Peter Moran, Incorporator  
550 NW 72nd Avenue  
Plantation, Florida 33317

ARTICLE XI

The designated registered agent for this corporation is John Jonas whose address is as follows:

John Jonas  
550 NW 72<sup>nd</sup> Avenue  
Plantation, Florida 33317

ARTICLE XII

The corporation may adopt by-laws and regulations creating, defining, limiting and regulating the powers of the corporation, the directors and stockholders, or any class of stockholders including but not limited to any provision for cumulative voting for directors, and any provisions which are required or permitted under the General Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for MEDIA 360, INC. this 3<sup>rd</sup> day of April, 2000

  
PETER MORAN

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STATE OF FLORIDA

)ss.

COUNTY OF MIAMI-DADE

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BEFORE ME, the undersigned authority, this 3<sup>rd</sup> day of April, 2000, personally appeared Peter Moran, who is personally known to me, and after being duly sworn on oath, deposed and said he has fully read and understood the foregoing Articles of Incorporation for MEDIA 360, INC. and has executed same knowingly and voluntarily for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 3<sup>rd</sup> day of April 2000.



*Barry T. Shevlin*  
 NOTARY PUBLIC, State of FLORIDA  
BARRY T. SHEVLIN  
 Printed Name

### CERTIFICATE OF DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED: MEDIA 360, INC. DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS CORPORATE ADDRESS AT: 550 NW 72ND AVENUE, PLANTATION, FLORIDA 33317, AND WITH ITS REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA BEING JOHN JONAS, 550 NW 72ND AVENUE, PLANTATION, FLORIDA 33317. HAVING BEEN MADE TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF DUTIES.

*John Jonas*  
 JOHN JONAS, REGISTERED AGENT  
April 3, 2000  
 DATE

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