

P00000040100

JOHN CHARLES HEEKIN

ATTORNEY AT LAW
21202 OLEAN BLVD., SUITE C-2
P.O. BOX 2434
PORT CHARLOTTE, FLORIDA 33949-2434
PHONE (941) 627-0333

FILED
00 APR 17 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 13, 2000

400003211134--2
-04/17/00--01113--005
122.50 **78.75

Secretary of State, State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

Re: Cactus Media, Inc.

Gentlemen:

Pursuant to Section 607.0122, Florida Statutes, enclosed for filing are the original Articles of Incorporation of Cactus Media, Inc. Also enclosed is our trust account check in the amount of \$122.50 for the filing fee, designation of Registered Agent and certified copy of the Articles.

Please return the certified copy of the Articles to the undersigned at the above address.

Thank you for your time and attention.

Sincerely,



John Charles Heekin

JCH/amd
Enclosures

4-21
JCH

ARTICLES OF INCORPORATION
OF

CACTUS MEDIA, INC.

FILED
00 APR 17 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed, BERND KOWALKOWSKI, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE. Name.

The name of the corporation is CACTUS MEDIA, INC. The business address of the corporation is 415 Hibiscus Avenue, Post Office Box 1101, Lehigh, Florida 33970.

ARTICLE TWO. Nature of Business.

The general business to be transacted by this corporation is as follows:

1. To establish, purchase, lease as lessee, or otherwise acquire, to own, operate, and maintain, and to sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesaler, retailer, importer, and exporter; to acquire all such merchandise, supplies, materials, and other articles that shall be necessary or incidental to such business; and to have any and all powers above set forth as fully as a natural person, whether as principal, agent, trustee, or otherwise.

2. To purchase, to receive by way of gift, subscribe for, invest in and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all ways deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credit, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property, and the products and avails thereof, and every character of interest therein and appurtenance thereto.

3. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE THREE. Capital stock.

The total number of shares of stock which the corporation shall have the authority to issue is 300, which shall be common stock at a par value of \$.10 each.

No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the Board of Directors evidenced by a resolution duly passed at a regular meeting of the Board, or at a special meeting called for that purpose. Every shareholder who desires to sell his stock, and any shareholder who for any reason shall cease to be an officer or director, his personal representatives, legatees, or assigns, shall be required to offer in writing to sell to the Board of Directors the number of shares of the capital stock held by him, and at a price per share to be determined by the mutual agreement of the shareholder wishing to sell, his personal representatives, legatees, or assigns, and the Board of Directors; but in the event that the shareholder wishes to sell, his personal representatives, legatees, or assigns, and the Board of Directors are unable to agree on the price per share, the determination of the price per share shall be referred to the decision of three disinterested persons, one to be chosen by the shareholder wishing to sell, his personal representatives, legatees, or assigns, one to be chosen by the Board of Directors, exclusive of the shareholder wishing to sell, his personal representatives, legatees, or assigns, and the third by the two arbitrators so chosen; and if either the shareholder wishing to sell, his personal representatives, legatees, or assigns, or the Board of Directors exclusive of the shareholder wishing to sell, his personal representative, legatees, or assigns, shall for more than sixty days neglect or refuse to choose an arbitrator after a dispute as to the price per share has arisen, then the other shall choose two disinterested persons, and they shall choose a third; and the determination of any two of the three arbitrators so chosen shall be final and binding as to the price per share for the sale then occurring, but not for subsequent sales. Upon determination of the price per share in accordance with the procedure outlined in this paragraph, the shareholder wishing to sell, his personal representatives, legatees, or assigns, shall immediately, on the payment or tender to him in cash of such price per share, transfer and assign the shares of stock held to the person or persons designated by the Board of Directors.

ARTICLE FOUR. Term of existence.

This corporation is to exist perpetually.

ARTICLE FIVE. Registered office.

The initial registered office of the corporation shall be located at 21202 Olean Blvd., Suite C-2, Port Charlotte, Florida 33952 and the initial registered agent shall be John Charles Heekin.

ARTICLE SIX. Directors.

The number of directors of this corporation shall be not less than one (1) nor more than three (3).

The name and address of each member of the first Board of Directors, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, is as follows:

<u>Name</u>	<u>Address</u>
Heinz Bockenholt	415 Hibiscus Avenue Lehigh Acres, FL 33936
Bernd Kowalkowski	c/o Heinz Bockenholt 415 Hibiscus Avenue Lehigh Acres, FL 33936
Michael Brenner	c/o Heinz Bockenholt 415 Hibiscus Avenue Lehigh Acres, FL 33936

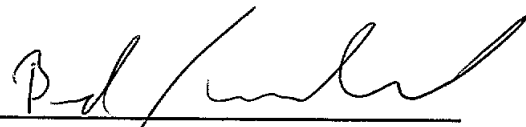
ARTICLE SEVEN. Subscribers.

The name and address of each subscriber is as follows:

<u>Name</u>	<u>Address</u>
Bernd Kowalkowski	c/o Heinz Bockenholt 415 Hibiscus Avenue Lehigh Acres, FL 33936

ARTICLE EIGHT. Commencement.

This corporation shall begin its corporate existence on filing.



Bernd Kowalkowski

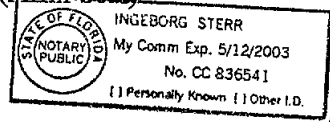
State of Florida
County of Charlotte

Before me personally appeared Bernd Kowalkowski to me personally known or who produced _____ as identification, known to me to be the person described in and who executed the foregoing instrument, and acknowledged before me that she executed said instrument for the purposes herein expressed and who did take an oath .

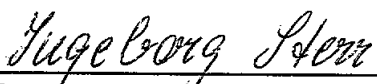
WITNESS my hand and official seal, this 30 day of March, 2000.

My commission expires: 5/12/2003

(Affix Seal)



CC 836541



Notary Public - State of Florida
Print Name: INGEBORG STERR

ACCEPTANCE

I, JOHN CHARLES HEEKIN, with offices at 21202 Olean Boulevard,
Suite C-2, Port Charlotte, Florida 33952, hereby accept the foregoing designation
as registered agent of CACTUS MEDIA, INC.

Witness my hand and seal this 31 day of March, 2000.



John Charles Heekin

FILED
00 APR 17 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA