

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Convergence media
Group, Inc

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- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED
00 MAY -5 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAY -5 PM 2:50
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name Date Time

Walk-In Will Pick Up

SMITH MAY 18 2000

ARTICLES OF INCORPORATION
OF
CONVERGENCE MEDIA GROUP INC.

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is CONVERGENCE MEDIA GROUP INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence which shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III
PURPOSES

The corporation may engage in all lawful business permitted under the laws of the State of Florida to engage in television and internet production and marketing.

FILED
00 MAY -5 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
AUTHORIZED SHARES

The capital stock of this corporation shall consist of 500 shares of Common Shares of One (\$1.00) Dollar par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V
BOARD OF DIRECTORS

1. The By-laws may provide for the increase or decrease in the number of Directors from time to time, provided that the number of Directors shall never be less than one (1).

2. The corporation shall initially have one (1) Director. The name and address of the initial Director is as follows:

NAME

RANDALL CARUSO
1181 South Rogers Circle Suite #25
Boca Raton, Florida 33487

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: RANDALL CARUSO 1181 SOUTH ROGERS CIRCLE SUITE #25 BOCA RATON, FLORIDA 33487

ARTICLE VII
ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and the creating, dividing, limiting, and regulating the powers of the corporation, its stockholders and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by applicable statute or authorized by the Board of Directors or by resolution of the stockholders. The initial office of the corporation shall be located at 1181 South Rogers Circle Suite #25 Boca Raton, Florida 33487.

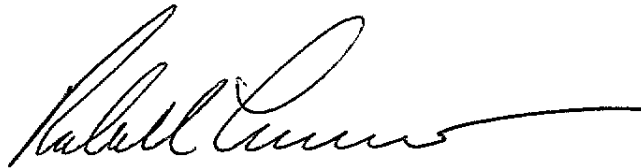
2. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the fullest extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. These Articles of Incorporation may be altered or amended by resolution of the Board of Directors and presented to and approved by, or by resolution by, the holders of a majority of the outstanding Common Stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Boca Raton, Palm Beach County, Florida, for the uses and purposes aforesaid this 2nd day of May, 2000.



RANDALL CARUSO

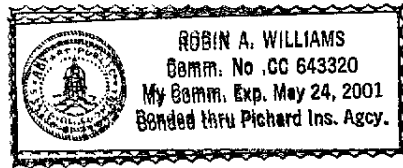
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared RANDALL CARUSO who are well known to be the persons described in and who subscribed the above and foregoing Articles of Incorporation, and they have freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein expressed. Further, they produced a Florida Driver License as identification and did not take an oath.

IN WITNESSES WHEREOF, I have hereunto set my hand and
affixed my official seal, at Boca Raton, Palm Beach County,
Florida, this 2nd day of May, 2000.

Robin A. Williams

NOTARY PUBLIC
State of Florida at Large
My commission expires:



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

In pursuance of Chapter 607, Florida Statute, the following is submitted in compliance with said act:

CONVERGENCE MEDIA GROUP INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Boca Raton, County of Palm Beach, State of Florida has named RANDALL CARUSO, located at 1181 South Rogers Circle Suite #25 Boca Raton, Florida 33487 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Chapter 607 of the Florida Statutes.

By: 

RANDALL CARUSO, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -5 AM 9:50

FILED