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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BOZEMAN MEDIA GROUP, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
BOZEMAN MEDIA GROUP, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is: BOZEMAN MEDIA GROUP, INC.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized is to engage in any type of activity, within or without the United States which is lawful under the laws of the United States and the State of Florida.

ARTICLE IV

The street address of the initial principal office of the corporation and the mailing address of the corporation is: 860 U.S. Highway One, Suite 108, North Palm Beach, FL 33408.

ARTICLE V

The total authorized capital stock of this Corporation shall consist of one class of common stock and one class of preferred stock under the terms, conditions, limitations, preferences and characteristics as hereinafter set forth:

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1. The total amount of common voting stock, each share having one (1) vote, authorized by this corporation is Two Hundred Fifty Thousand (250,000) shares of stock, having a par value per share of \$.001.

2. The total amount of Class A preferred voting stock, each share having One Hundred (100) votes, authorized by this corporation is Five Thousand (5,000) shares of stock, having a par value per share of \$.01.

In any given fiscal year in which the directors of the corporation shall declare a dividend out of the surplus net profits of the corporation, the holder(s) Class A preferred stock shall be entitled to a fixed yearly dividend in a percentage amount, which such amount shall be fixed and declared by the directors of the corporation at the time of issuance of the Class A preferred stock. When and if such a dividend is declared, the holder(s) of the Class A preferred stock shall receive payment before any dividend shall be set apart or paid on the common stock. The dividends in respect to the Class A preferred stock shall be non-cumulative and shall be non-participating.

In the case of liquidation or dissolution of the corporation, the holder(s) of the Class A preferred stock shall be entitled to be paid in full the par value of the shares before any amount shall be paid to the holders of the common stock.

All stock of whatever class, when issued shall be fully paid and shall be non-assessable.

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ARTICLE VI

The street address of the initial registered office of this Corporation is 270 NW 3rd Court, Boca Raton, Florida 33432-3720. The initial registered agent of this Corporation is: Ledyard H. DeWees.

ARTICLE VII

This Corporation shall have up to five (5) Directors, under such terms and conditions as shall be specified in the By-laws.

ARTICLE VIII

The name and address of the person signing these Articles as the incorporator is:

Ledyard H. DeWees
270 NW 3rd Court
Boca Raton, Florida 33432-3720

ARTICLE IX

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors.

ARTICLE X

The Shareholders of this corporation shall not have preemptive rights to acquire the corporation's unissued shares.

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H00000033002**ARTICLE XI**

The shareholders shall have the absolute power to adopt, amend, alter, change or appeal these Articles of Incorporation when proposed and approved at a stockholder's meeting with not less than a majority vote of the issued and outstanding common stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of June, 2000.


LEDYARD H. DEWEES
INCORPORATOR

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes,
the undersigned corporation, organized under the laws of the State of Florida,
submits the following statement in designating the registered office/registered agent,
in the State of Florida.

1. The name of the corporation is: BOZEMAN MEDIA GROUP, INC.
2. The name and address of the registered agent and office is:

LEDYARD H. DEWEES
270 NW 3rd Court
Boca Raton, Florida 33432-3720

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.


LEDYARD H. DEWEES
June 19, 2000

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