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TRANSMITTAL LETTER

June 23, 2000

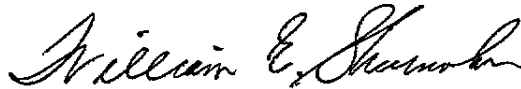
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

FILED
JUN 26 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Atlantic & Pacific Media, Inc.

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation, a designation of registered agent, and a check in the amount of \$70. Please return one copy of the Articles stamped with the filing date

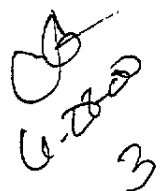
Very truly yours



William E. Shoemaker

FROM: William E. Shoemaker
2400 E. Las Olas Blvd., PMB 120
Fort Lauderdale, FL 33301
(954) 761-9111

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**ARTICLES OF INCORPORATION
OF
ATLANTIC & PACIFIC MEDIA, INC.**

FILED
00 JUN 26 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the corporation shall be Atlantic & Pacific Media, Inc.

ARTICLE 2: PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be 2400 E. Las Olas Blvd., PMB 120, Fort Lauderdale, Florida 33301.

ARTICLE 3: CAPITAL STOCK

All stock issued by this Corporation shall be common voting stock of a single class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000).

ARTICLE 4: INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent is William E. Shoemaker, whose registered office is 2400 E. Las Olas Blvd., PMB 120, Fort Lauderdale, Florida 33301.

ARTICLE 5: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is 2400 E. Las Olas Blvd., PMB 120, Fort Lauderdale, Florida 33301.

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of June, 2000.


William E. Shoemaker, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 Atlantic & Pacific Media, Inc.
2. The name and address of the registered agent and office is:

William E. Shoemaker
2400 E. Las Olas Blvd., PMB 120
Fort Lauderdale, Florida 33301

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 OF REGISTERED AGENT

JUN 23, 2000
DATE

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TALLAHASSEE, FLORIDA