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TRANSMITTAL LETTER

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

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-06/15/00--01066--003
*****78.00 *****78.50

SUBJECT: Second Media Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Scott Shervington
Name (Printed or typed)

9041 SW 142 ave #1037
Address

Miami, FL 33186.
City, State & Zip

(305) 388-7764
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 19 AM 10:26

2557-611
W00-15769

NOTE: Please provide the original and one copy of the articles.

7/12/00



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DIVISION OF CORPORATIONS

00 JUL 10 AM 10:26

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 21, 2000

SCOTT SHERVINGTON
9041 SW 142 AVENUE #1037
MIAMI, FL 33186

SUBJECT: SECOND MEDIA, INC.
Ref. Number: W00000015767

We have received your document for SECOND MEDIA, INC.. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 500A00035170

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DIVISION OF CORPORATIONS

00 JUL 10 AM 10:26

**Articles of Incorporation
Of
Second Media, Inc.**

We the undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida, do make and file these Articles of Incorporation in writing and do hereby certify as follows:

Article I. Name

The name of the corporation is Second Media, Inc. (hereinafter referred to as the "Corporation").
13200 S.W. 128 STREET - SUITE B-3
MIAMI, FLORIDA 33186

Article II. Stock

The aggregate number of shares of stock, which the Corporation has authority to issue, is 100,000 shares of common stock all of one class each having no par value.

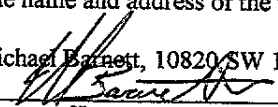
Article III. Registered Agent/ Office

The street address of the initial registered office of the corporation is 10255 SW 127 Court, Miami, Florida 33186, and the name of the initial resident agent at such address is Scott Shervington.

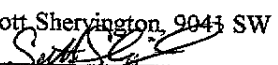
Article IV. Incorporator

The name and address of the incorporators is as follows:

Michael Barnett, 10820 SW 145 Place, Miami, Florida 33186


Signature of Incorporator

Scott Shervington, 9041 SW 142 Avenue #1037, Miami, Florida 33186


Signature of Incorporator

The powers of the incorporators cease upon filing of the Articles of Incorporation.

Article V. Perpetual Duration

The duration of the corporation is perpetual.

Article VI. Purpose

The purposes for which the corporation is formed are as follows:

1. To create and manage an Internet presence for businesses.
2. To carry on domestic and international financial, management, trade, and investment in the United States and foreign countries, subject to the applicable laws thereof.
3. The purposes and objects aforesaid, the corporation shall have the following powers:
 - (A) To own, in whole or in part, purchase, or otherwise acquire share in other corporations subject to the limitations contained in the corporation laws of the State of Florida.
 - (B) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature, with any person, corporation, private, or public.

Article VII. Initial board of Directors

The number of directors to constitute the board of directors shall be four, as determined by the bylaws of the corporation. The names and addresses of the initial board of directors are as follows:


Scott Shervington, Chairman, 10255 SW 127 Ct, Miami, FL 33186
Michael Barnett, Director, 10820 SW 145 Place, Miami, FL 33186
Adam Coulton, Director, 11229 SW 132 Place #3, Miami, Florida 33186
Norman McKoy, Director, 10637 SW Hammocks Blvd #936, Miami, Florida 33196

Article VIII. Bylaw Amendments

The board of directors may repeal or amend the bylaws of the corporation and may adopt new or additional bylaws, and the articles of incorporation shall be amended as provided in the Florida General Business Corporation Act.

IN WITNESS WHEREOF, we the undersigned, being all of the incorporators hereinabove named do hereby further certify that the facts hereinabove stated are truly set forth and accordingly have hereunto set our respective hands and seals.

Dated at Miami, Florida, June 07, 2000.



Scott Shervington



Michael Barnett

July 3, 2000

Divisions of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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To Whom It May Concern:

This letter is in response to your request for written acceptance by Scott Shervington as the Registered Agent of SECOND MEDIA, INC.

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

Sincerely,



Scott Shervington