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To: Division of Corporations
Fax Number : (850)922-4001

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FLORIDA PROFIT CORPORATION OR P.A.

ONBOX MEDIA CORP.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
ONBOX MEDIA CORP.

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

ARTICLE I. NAME.

The name of the corporation is OnBox Media Corp.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business address and mailing address of this corporation shall be:

4045 Sheridan Avenue, Suite 379
Miami Beach, FL 33140

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,440 shares of common stock having a par value of \$.01 (one penny).

ARTICLE IV. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The name of the initial registered agent whose business office is identical to the registered office is Schneur Zahman Lipskar.

The address of the registered office of the corporation is 4045 Sheridan Avenue, Suite 379 Miami Beach, Florida 33140

The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE V. BOARD OF DIRECTORS.

The Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws adopted by the shareholders, but shall never be less than one.

ARTICLE VI. INITIAL DIRECTORS.

The name of the initial directors of this Corporation and their street addresses are:

Gary Alan Abramson
7601 East Treasure Drive, #1505
North Bay Village, FL 33141

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Douber Ainsworth
4045 Sheridan Avenue, Suite 379
Miami Beach, FL 33140

Schneur Zalman Lipskar
4045 Sheridan Avenue, Suite 379
Miami Beach, FL 33140

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until he/she resigns or his successor is elected or appointed and qualified, whichever occurs first.

ARTICLE VII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation is:

Gary Alan Abramson
7601 East Treasure Drive, #1505
North Bay Village, FL 33141

ARTICLE VIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

In witness whereof, the undersigned as Incorporator, has executed these Articles of Incorporation on the date set out below.

Personally Known to me

Gary Alan Abramson
Incorporator GARY ALAN ABRAMSON

8/1/00

Date

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Before me, a Notary Public, personally appeared Gary Alan Abramson who produced _____ as identification/is personally known to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the date set out above.

Adam R. Berger
Notary Public State
of Florida at Large
Commission expiration:

(Notary Seal)

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Adam R. Berger
Commission # CC 758789
Expires August 24, 2002
NOTARY PUBLIC
FLORIDA

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**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: OnBox Media Corp.
2. The name and address of the registered agent and office is:

Schneur Zalman Lipskar
4045 Sheridan Avenue, Suite 379
Miami Beach, FL 33140

SIGNATURE: *Zalman Lipskar*TITLE: Registered AgentDATE: 8/1/00

HAVING BEEN NAMED AS REGISTERED AGENT 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: *Zalman Lipskar*

Schneur Zalman Lipskar

DATE: 8/1/00

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