

**BOWEN &
LHOTA, P.A.**

PO00000076413

PATENTS, TRADEMARKS & COPYRIGHTS
REGISTERED PATENT ATTORNEYS

1000 WEST McNAB ROAD
POMPANO BEACH, FL
33069
WWW.BLF-LAW.COM

FORT LAUDERDALE
954-785-5775
MIAMI
305-558-8787
WEST PALM BEACH
561-616-8166
FACSIMILE
954-785-7749

August 2, 2000

VIA CERTIFIED MAIL

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*****70.00 *****70.00

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

Re: Filing of Articles of Incorporation for **MIDPOINTS MULTIMEDIA GROUP, INC.**
Our File No.: 1056.A505

Dear Sir or Madam:

Enclosed herewith for filing please find an original and one copy of the executed and duly notarized Articles of Incorporation and Acceptance of Registered Agent of **MIDPOINTS MULTIMEDIA GROUP, INC.** Also enclosed is our check payable to the Florida Department of State in the amount of \$70.00 for the filing fee.

Please return our copy of the Articles of Incorporation as filed, to the attention of the undersigned in the enclosed preaddressed envelope.

Should you require any further information in order to proceed, please contact me.

Best Regards,
Bowen & Lhota, P.A.

Mark D. Bowen

Mark D. Bowen
MDB:pfl
Encl.

FILED
00 AUG -8 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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we*

ARTICLES OF INCORPORATION
OF
MIDPOINTS MULTIMEDIA GROUP, INC.

FILED
00 AUG -8 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

MIDPOINTS MULTIMEDIA GROUP, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the corporation shall have authority to issue shall be 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered agent of the corporation shall be:

**Mark D. Bowen, Esquire
Bowen & Lhota, P.A.
1000 West McNab Road
Pompano Beach, Florida 33069**

ARTICLE VI

This corporation shall have one (1) officer and one (1) director initially. The name and address of the initial officer and director of the corporation, who shall hold office until his/her successor is elected and qualified or until the earlier resignation or removal from office, is:

Officers:

**Terry B. Nazon
President; Secretary/Treasurer
6533 Racquet Club Drive
Ft. Lauderdale, FL 33319-5094**

Directors:

**Terry B. Nazon
6533 Racquet Club Drive
Ft. Lauderdale, FL 33319-5094**

The number of officers and/or directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

**Terry B. Nazon
6533 Racquet Club Drive
Ft. Lauderdale, FL 33319-5094**

ARTICLE VIII

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

**6533 Racquet Club Drive
Ft. Lauderdale, FL 33319-5094**

Executed at Ft. Lauderdale, Florida this 26 day of JUNE, 2000.

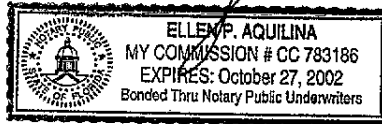
Terry B. Nazon, Incorporator

By: *Terry B. Nazon*
Terry B. Nazon

Sworn to and subscribed before me this 26 day of JUNE, 2000.

Ellemp Aquilina
Notary Public, State of Florida at Large

My commission expires: 10/27/02



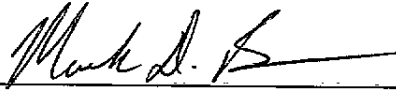
Print type or stamp
Commissioned Name of Notary Public

Personally known OR
 Produced identification
Type of identification produced: _____

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated, 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.

Dated this 10th day of July, 2000.



**Mark D. Bowen, Esq.
REGISTERED AGENT**

FILED
00 AUG -8 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA