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Osterndorf & Associates, P. A.
P.O. Box 2352
Daytona Beach, FL 32115-2352
(904) 255-9171

August 21, 2000

FILED
00 AUG 22 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RE: Articles of Incorporation
Osborne Multimedia, Inc.

100003367251--9
-08/22/00--01043--009
*****78.75 *****78.75

Gentlemen:

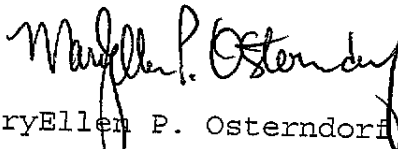
Enclosed please find the Articles of Incorporation for
OSBORNE MULTIMEDIA, INC.

together with my check, payable to the Department of State, in the
sum of \$78.75 covering the filing fee.

Please return a certified copy of the Articles to the
undersigned, together with your statement for services rendered.

Thank you for your cooperation and help.

Very truly yours,


MaryEllen P. Osterndorf

MPO/CK
Enclosures

Check, Trust Account, #7598

D. BROWN AUG 2 8 2000

ARTICLES
OF
INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

OSBORNE MULTIMEDIA, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and permitted under the laws of the State of Florida, including but not limited to:

The designing, drafting, purchasing, selling, leasing, hiring, construction, repairing, vending, owning, rental, and otherwise public distribution of media information, whether through radio, television, internet services, software, electronic equipment, communications equipment, publications, and any other media distribution outlet.

Any type of construction, development or sale of real or personal property herein the State of Florida; as well as all business activities related thereto, or which may be necessary, advantageous or proper in the conduct of the business; to exercise generally such powers as may be incidental to or convenient for the purposes and business of the corporation; and to have, exercise and

enjoy all the rights and privileges of a corporation for profit under the laws of the State of Florida; it being expressly provided that the foregoing enumerated powers shall not be held to limit or restrict the general powers of the corporation.

ARTICLE III

The maximum number of shares of stock this corporation may issue is five thousand shares of common stock, which shall be the common stock of at least \$1.00 par value. All said common stock shall be payable in cash, or payable by property, labor or services at a just valuation by the stockholders. Property, labor or services may be purchased or paid for with capital stock at a just valuation fixed by the stockholders.

ARTICLE IV

The amount of capital with which this corporation shall begin is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial principal office of said corporation shall be:

126 Varsity Circle, Altamonte Springs, FL 32714

The registered agent is:

BARRIE J. OSBORNE

whose address is:

126 Varsity Circle, Altamonte Springs, FL 32714

ARTICLE VII

That the business of the corporation shall be managed by the stockholders of the corporation. The board of directors shall initially consist of one member, who is:

BARRIE J. OSBORNE

The said corporation may have additional members on the board of directors, as may be authorized in the bylaws of the corporation. The address for the above is:

126 Varsity Circle, Altamonte Springs, FL 32714

ARTICLE VIII

The name and business address of the person signing these Articles of Incorporation as subscriber is as follows:

BARRIE J. OSBORNE

126 Varsity Circle, Altamonte Springs, FL 32714

ARTICLE IX

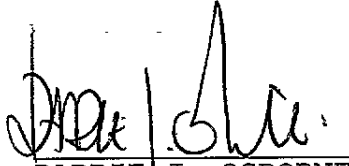
No holder of common stock of the corporation shall have any preferential, preemptive or other right to the detriment of any other stockholder of the corporation.

ARTICLE X

The said corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter permitted by law or prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned have made and subscribed

these Articles of Incorporation for the uses and purposes
aforesaid..

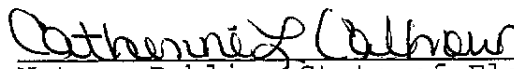

BARRIE J. OSBORNE

STATE OF FLORIDA
COUNTY OF Volusia

Before me, the undersigned authority, personally appeared
BARRIE J. OSBORNE, () well known to be the person described in or
(✓) who has produced FLDL # 0216-070-45-027-0 as
identification and who subscribed the foregoing Articles of
Incorporation and he freely and voluntarily acknowledged before
that he made and subscribed the foregoing for the uses and purposes
therein mentioned and set forth.

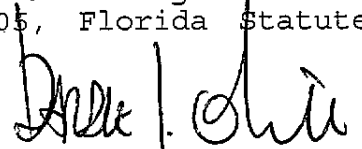
IN WITNESS WHEREOF, I have hereunto set my hand and
official seal at Daytona Beach, in said County and
State, this 21st day of August, 2000.




Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned having been named to accept Service of
Process for **OSBORNE MULTIMEDIA, INC.**, at the place designated in
Article VI of the Articles of Incorporation, hereby accepts the
obligations as Registered Agent and agrees to comply with the
provisions of Section 607.0505, Florida Statutes, relative to
keeping open said office.


Barrie J. Osborne

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