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TRANSMITTAL LETTER

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

800003382688--6
-09/06/00--01020--007
*****78.75 *****78.75

Subject: Brainchild Media, Inc.

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

\$78.75

From: Carol L. Sherrow
664 Sabal Lake Dr Apt 104
Longwood, FL 32779

FILED
00 SEP -5 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gjc 9/11

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

Brainchild Media, Inc.

ARTICLE II PRINCIPAL OFFICE

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

Place of business: 664 Sabal Lake Dr Apt 104 Longwood, FL 32779
Mailing address: 345 Lake Kathryn Cr. Casselberry, FL 32707

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Philip A. Carlin
754 Lake Kathryn Circle
Casselberry, FL 32707

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TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Carol L. Sherrow
664 Sabal Lake Dr Apt 104
Longwood, FL 32779

The undersigned incorporator has executed these Articles of Incorporation this 31
day of August, 2000.

Carol L. Sherrow
Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: Brainchild Media, Inc.

2. The name and address of the registered agent and office is:

**Philip A. Carlin
754 Lake Kathryn Circle
Casselberry, FL 32707**

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TALLAHASSEE, FLORIDA

*Having been named as the 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 am familiar with and accept the obligations of my position as registered agent.*



Signature