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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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00 SEP 20 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SCROLLVERTISING MEDIA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

SCROLLVERTISING MEDIA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this Corporation is SCROLLVERTISING MEDIA, INC.

ARTICLE II

DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Secretary of State.

ARTICLE III

PURPOSE

The purpose of this Corporation is to provide advertising and marketing media. The purpose of the Corporation also includes any ownership or operations necessary to lawfully conduct any other lawful business in the State of Florida, the United States and other parts of the world.

ARTICLE IV

CAPITAL STOCK

Authorized Capital

This Corporation is authorized to issue 1,000 Shares of \$.01 par value common stock which shall be designated "Common Stock". This corporation is not authorized to issue preferred shares. This Page corporation can issue additional shares upon approval of the Board of Directors.

Restrictions on Transfer of Stock

The shareholders may, by Law, Provision or by Shareholder's agreement recorded in the Minute Book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they

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Jonathan S. Friedman
1 E. Broward Blvd., Ste 1500
South Trust Bank Tower

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may see fit.

Approval of Shareholders Required for Merger

The approval of a majority of the Shareholders of this Corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE V

PREFERENCES, LIMITATIONS, AND RELATIVE RIGHTS
OF SHARE OF COMMON STOCK

Dividends

The holders of record of the Common Stock of this Corporation shall be entitled to dividends at such times as the Corporation is authorized to pay dividends.

Rights Upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the holders of record of the outstanding Common Stock shall be paid from the remaining assets of this Corporation ratably.

Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock.

ARTICLE VI

DESIGNATION OF SERIES

There shall exist no series in the issuance of the Common Stock authorized herein.

ARTICLE VII

PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new Stock of this Corporation of the same kind, class or series as that which he already holds, shall have the first right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is One East Broward Blvd., Suite 1500, Fort Lauderdale, Florida 33301 and the name of the initial registered agent of this Corporation at that address is Jonathan S. Friedman.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (2) Directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (2). The name and address of the initial Directors of this Corporation are:

President - Jonathan S. Friedman, One East Broward Blvd., Suite 1500, Fort Lauderdale, Florida 33301

Vice President - Timothy Meyer, 7887 N.W. 63rd Way, Parkland, Florida 33067

ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles is: Jonathan S. Friedman, One East Broward Blvd., Suite 1500, Fort Lauderdale, Florida 33301

ARTICLE XI

BY-LAWS

The initial By-Laws of this Corporation shall be adopted by the Directors. By-Laws shall be adopted, altered, amended or repealed from time to time by either the Shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any By-Law adopted by the Shareholders if the Shareholders specifically provide that such By-Law is not subject to amendment or repeal by the Directors.

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ARTICLE XII

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Shareholders of this Corporation or those designated by them.

ARTICLE XIII

COMPENSATION

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Directors of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XIV

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XV

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

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1 E. Broward Blvd., Ste 1500

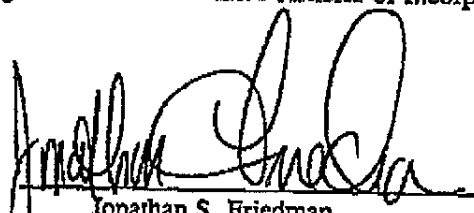
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19
day of SEPTEMBER 2000.


Jonathan S. Friedman

STATE OF FLORIDA

COUNTY OF BROWARD

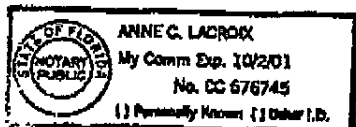
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) SS.
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BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared JONATHAN S. FRIEDMAN known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

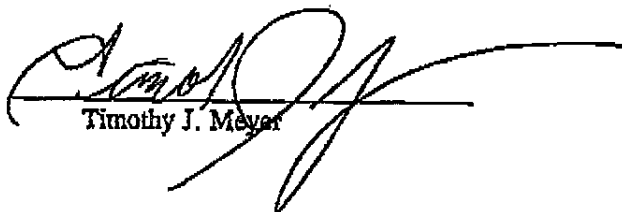
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official seal, this 19 of
September 2000.


NOTARY PUBLIC

My Commission expires:



IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19 day of
September 2000.


Timothy J. Meyer

STATE OF FLORIDA

COUNTY OF BROWARD

)
) SS.
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BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared TIMOTHY J. MEYER known to me and by me to be the person who

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Jonathan S. Friedman
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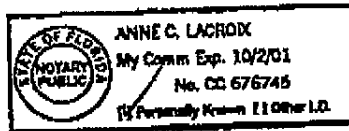
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executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official seal, this 19 of September 2000.


NOTARY PUBLIC

My Commission expires:



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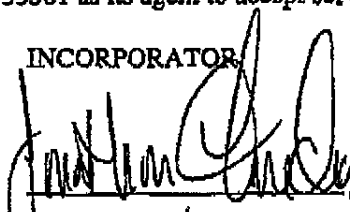
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statute, the following is submitted:

SCROLLVERTISING MEDIA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at One East Broward Blvd., Suite 1500, Fort Lauderdale, Florida 33301, County of Broward, State of Florida, has named Jonathan S. Friedman, One East Broward Blvd., Suite 1500, Fort Lauderdale, Florida 33301 as its agent to accept service of process within Florida.

INCORPORATOR



DATED:

9/19/00

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



DATED:

9/19/00

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TALLAHASSEE, FLORIDA

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