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FILED  
00 OCT 25 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 17, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

800003439248--2  
-10/25/00--01070--01  
\*\*\*\*78.75 \*\*\*\*78.75

Re: BAMBOO MEDIA, INC.

Dear Sir or Madam:

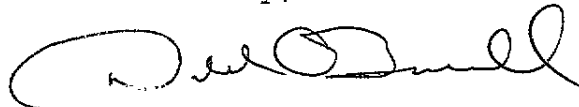
Enclosed please find the original and one copy of the Articles of Incorporation of the above named corporation, together with the Certificate Designating Registered Agent and Street Address for Service of Process Within Florida. Also enclosed is a check in the amount of \$78.75 to cover the following:

- Filing of Articles of Incorporation
- Designation of Registered Agent
- Certified copy of Articles of Incorporation.

Please certify the enclosed copy of the Articles of Incorporation and return the same to me.

Thank you very much for your cooperation in this matter.

Sincerely,



Deborah A. Bushnell

DAB:cg  
Enclosures  
cc: Nick Scrima

ARTICLES OF INCORPORATION  
OF  
BAMBOO MEDIA, INC.

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ARTICLE I - NAME

The name of this corporation is BAMBOO MEDIA, INC.

ARTICLE II--DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III--PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV--CAPITAL STOCK

This corporation is authorized to issue 7500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V--PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI--PRINCIPAL AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and the initial registered office of this Corporation is 1370 Main Street, Dunedin, Florida 34698, and the name of the initial registered agent of this corporation at that address is NICK SCRIMA.

ARTICLE VII--INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of this corporation are:

NICK SCRIMA, 1370 Main Street, Dunedin, Florida 34698.

ARTICLE VIII--OFFICERS

The affairs of the corporation are to be managed by a President, a Vice President, a Secretary and a Treasurer. Such officers will be elected annually on the first day of every June. The names of the persons who are to serve as officers until the first election of officers under these Articles of Incorporation are as follows:

NICK SCRIMA	President
SHARON PERKINS	Vice President
DONNA BOSCHELLI	Secretary
DONNA BOSCHELLI	Treasurer

ARTICLE IX--INCORPORATORS

The name and address of the Incorporator signing these Articles is: NICK SCRIMA, 1370 Main Street, Dunedin, Florida 34698.

ARTICLE X--INDEMNIFICATION

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

ARTICLE XI--AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a unanimous vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 19 day of OCT. 2000, 2000.




NICK SCRIMA  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

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

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 19 day of October, 2000.

  
Print Name Deborah A. Bushnell  
Notary Public

My Commission expires:



Deborah A. Bushnell  
Commission # CC 963451  
Expires Oct. 10, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.


FILED  
00 OCT 25 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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


In compliance with Sections 46.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that BAMBOO MEDIA, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1370 Main Street, Dunedin, Florida 34698, has named NICK SCRIMA, located at 1370 Main Street, Dunedin, Florida 34698, as its agent to accept service of process within Florida.

Dated: 10 | 19 | 2000

  
\_\_\_\_\_  
NICK SCRIMA  
Incorporator

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

  
\_\_\_\_\_  
NICK SCRIMA  
Registered Agent