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LAW OFFICES
GELB & SPATZ

3400 SOUTHWEST, THIRD AVENUE
MIAMI, FLORIDA 33145

MONROE GELB
CARL A. SPATZ

November 29, 2000

MIAMI (305) 856-0233
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Secretary of State
Division of Corporations (New filings)
409 East Gaines Street
Tallahassee, Florida 32399

400003483474--3
-12/01/00--01078--009
*****78.75 *****78.75

Re: Insight Media Group, Inc.

Dear Sir or Madam:

In reference to the captioned corporation, please find enclosed herewith the following:

1. Original and an executed copy of the Articles of Incorporation
2. A check made payable to the Division of Corporations in the sum of \$78.75 for the following:

Filing Fee	\$35.00
Certified copy of Articles of Incorporation	\$8.75
Registered Agent Designation	<u>\$35.00</u>
TOTAL	\$78.75

FILED
00 DEC -1 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,

GELB & SPATZ

BY: Carl A. Spatz
CARL A. SPATZ

CAS/cs
Enclosures
corporat\secofststa.lt5

J. T. Burch DEC 7 2000

ARTICLES OF INCORPORATION

OF

INSIGHT MEDIA GROUP, INC.

ARTICLE I

The name and physical address of the corporation is:

INSIGHT MEDIA GROUP, INC.
452 SAILBOAT CIRCLE
WESTON, FLORIDA 33326

ARTICLE II

This corporation shall have perpetual duration:

ARTICLE III

The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares the corporation is authorized to issue is one hundred (100) shares, each share to be of \$10.00 par value.

ARTICLE V

The street address of the registered agent of the corporation is 452 Sailboat Circle, Weston, Florida 3336 and the name of the registered agent is Peter DeMilio.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person serving as director until their successor is elected is:

NAME:

Peter DeMilio

ADDRESS:

452 Sailboat Circle
Weston, Florida 33326

FILED
00 DEC -1 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The name and address of the sole incorporator is:

NAME:

Peter DeMilio

ADDRESS:

452 Sailboat Circle
Weston, Florida 33326

Dated this 28 day of November, 2000.

[Handwritten signature]

PETER DEMILIO

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)SS

I HEREBY CERTIFY that on this day before me personally appeared PETER DEMILIO, who is personally known or exhibited his/her drivers license as identification to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he/she executed same of his/her voluntary act and deed and he/she did or did not take an oath.

Witness my hand and seal in the County and State last aforesaid this 29 day of November, 2000.

My commission expires: 12/31/2005



Carol A Spahr
NOTARY PUBLIC, STATE OF FLORIDA

The undersigned hereby accepts the designation of registered agent in the State of Florida for INSIGHT MEDIA GROUP, INC., and hereby agrees to serve as registered agent until which designation is terminated in accordance with the Florida General Corporation Act.

[Handwritten signature]

PETER DEMILIO

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me personally appeared PETER DEMILIO who is personally known or exhibited his drivers license as identification to me known to be the person described in and who executed the foregoing Acceptance of Designation as Registered Agent and acknowledged before me that he executed same of his voluntary act and deed.

Witness my hand and seal in the County and State last aforesaid this 28 day of November, 2000.



NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

