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MARK R. LEWIS, P.A.

ATTORNEY AT LAW

PREMIER COMMUNITY BANK COMPLEX

6830 CENTRAL AVE., SUITE D

ST. PETERSBURG, FLORIDA 33710

MARK R. LEWIS, SR.

PHONE 727-381-1946

FAX 727-384-4633

November 29, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-12/04/00--01109--016
*****78.75 *****78.75

RE: Total Access Media, Inc.
New Florida Corporation

Gentlemen:

Please find enclosed original and one copy of Articles of Incorporation for Total Access Media, Inc. together with check for \$78.75 to cover costs. Please note corporate existence commenced November 29, 2000.


Please return one certified copy of the Articles in care of the undersigned.

Yours very truly,

MARK R. LEWIS, P.A.

EFFECTIVE DATE

11-29-00

By 

Mark R. Lewis, Sr.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC - 4 AM 10: 12

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Encls.

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ARTICLES OF INCORPORATION
OF

Total Access Media, Inc.

FILED
00 DEC -4 AM 10:12
ST. PETERSBURG, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE - NAME AND MAILING ADDRESS

The name of the Corporation is Total Access Media, Inc. The mailing address for the corporation is P.O. Box 7665, St. Petersburg, Florida 33734-7665 and the street address is 4200 1/2 1st Ave. N., St. Petersburg, Florida 33713.

EFFECTIVE DATE

11-29-00

ARTICLE TWO - TERM OF EXISTENCE

The corporation shall have perpetual existence. It shall commence existence November 29, 2000.

ARTICLE THREE - PURPOSE

The purposes for which the Corporation is organized are:

- A. To operate multi media production company.
- B. To invest the funds of the Corporation in real estate, mortgages, stocks,

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bonds, or any other type of investment, and to own real and personal property necessary for conducting the business of the Corporation.

C. To do everything necessary and proper for the accomplishment of any of the purposes or attaining of any of the objects or furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in eneral, either alone or in association with any other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes, or attainment of the objects or the furtherance of such purposes or objects of the Corporation.

D. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is expressly provided hereby that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

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ARTICLE FOUR - CAPITAL STOCK

The capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$.50 per share.

ARTICLE FIVE - REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 6830 Central Ave., Suite D, St. Petersburg, Florida 33707 and the name of the initial registered agent at such address is MARK R. LEWIS, Sr..

ARTICLE SIX - DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall not be less than two; and subject to such minimum may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be two.

ARTICLE SEVEN - INITIAL DIRECTORS

This Corporation shall have two Directors initially. The name and address of the members of the initial Board of Directors are:

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Name

Address

Edward L. LaVoie

4200 ½ 1st Ave. N.
St. Petersburg, Florida 33713

Charles Edward Lynn

4200 ½ 1st Ave. N.
St. Petersburg, Florida 33713

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is MARK R. LEWIS, Sr., 6830 Central Ave., Suite D, St. Petersburg, Florida 33707.

ARTICLE NINE - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders. Any By-Laws adopted by the Board of Directors or the Shareholders may be altered, amended, or repealed by the other group except that any By-Law adopted by the Shareholders may provide that it can only be altered, amended, or repealed by the Shareholders.

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ARTICLE TEN - CONTRACTS

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any Director of the Corporation is interested in, or is a Director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or transaction of the Corporation with any person, firm or corporation shall be affected by the fact that any Director of the Corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with a corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE ELEVEN - AMENDMENT

Section 1. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders by these Articles of Incorporation or the By-Laws is subject to this reservation.

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Section 2. These Articles of Incorporation may be amended in the manner provided by the Florida General Corporation Act effective January 1, 1971, or as it is thereafter amended.

ARTICLE TWELVE - INDEMNIFICATION

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

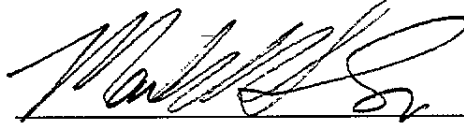
ARTICLE THIRTEEN - RESTRAINT ON ALIENATION OF SHARES

The Stockholders of the Corporation shall have the power to include in the By-Laws, adopted by a two-third majority of the Stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its Stockholders, or in the event of the death of any of its Stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Stockholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without



actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

IN WITNESS WHEREOF, I have subscribed my name this 29th day of November, 2000.



MARK R. LEWIS, Sr., Incorporator


STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29 day of November, 2000 by Mark R. Lewis, Sr. as incorporator of Total Access Media, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC



 Tina Marsh
My Commission CC932047
Expires April 30 2004

Print: Tina Marsh

My Commission Expires:
(SEAL)

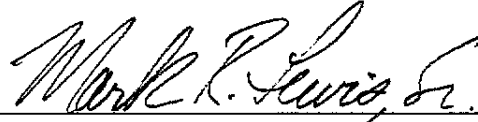
ACCEPTANCE BY REGISTERED AGENT

I HEREBY ACCEPT the designation of initial Registered Agent for Total

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Access Media, Inc., as stated in these Articles of Incorporation.



MARK R. LEWIS, Sr., Registered Agent

Dated : 11/29/00

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FILED
00 DEC -4 AM 10:12
SEDERSTROM STATE
TALLAHASSEE, FLORIDA

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