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FLORIDA PROFIT CORPORATION OR P.A.

3RC MEDIA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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Articles of Incorporation

of

3RC MEDIA, INC.

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

Article 1: Name. The name of the Corporation is: 3RC MEDIA, INC.

Article 2: Effective Date. Pursuant to section 607.0123, Florida statutes, the effective date of this corporation shall be January 2, 2001.

Article 3: Duration. The duration of the Corporation is perpetual.

Article 4: Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5: Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 100 (One Hundred) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 (One Dollar) per share. The initial Shareholders are: JACOB MARTIN, 226 85TH STREET, HOLMES BEACH, FL 34217 and RICHARD JACOBS, 8237 60TH ST. CIRCLE EAST, #716, SARASOTA, FL 34243 and each shall retain 50% ownership of the stock.

Article 6: Principal Office, Initial Registered Office and Agent. The street address of the principal office of the Corporation is: 226 85TH STREET, HOLMES BEACH, FL 34217 and the name of the initial Registered Agent and address is: JACOB MARTIN, 226 85TH STREET, HOLMES BEACH, FL 34217.

Article 7: Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased from time to time in accordance with the bylaws but shall never be less than 1 (One). The names and addresses of the initial directors of the corporation are as follows: JACOB MARTIN 226 85TH STREET, HOLMES BEACH, FL 34217 AND RICHARD JACOBS, 8237 60TH ST. CIRCLE EAST, # 716, SARASOTA, FL 34243.

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Article 8: Incorporator. The name and address of the incorporator is: JACOB MARTIN, 226 85TH STREET, HOLMES BEACH, FL 34217.

Article 9: Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, any right conferred upon the shareholders is subject to the reservation.

Article 10: Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 11: Bylaws. The power to adopt, amend and repeal Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS THEREOF, the undersigned has signed these Articles of Incorporation on this

3 day of January, 2001.

Jacob Martin
JACOB MARTIN

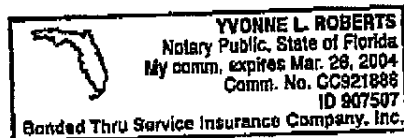
Witness Jacob

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared JACOB MARTIN, who is known personally or presented ID as follows: KNOWN PERSONALLY, who did not take an oath, but did acknowledge that the foregoing Articles of Incorporation were executed for the purposes therein expressed.

Witness my hand and official seal this 3rd day of January, 2000, 2001

Yvonne L. Roberts
Notary Public Signature



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

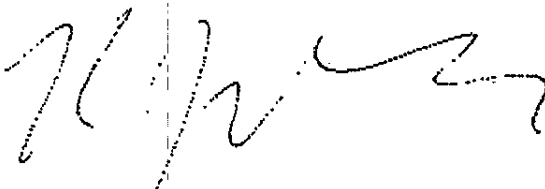
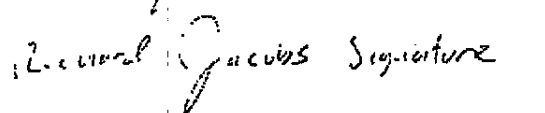
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is 3RC MEDIA, INC.
2. The name and address of the registered agent and office is: JACOB MARTIN, 226 85TH STREET, HOLMES BEACH, FL 34217.

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

Dated this 3 day of January, 2001.


JACOB MARTIN - Signature


2.  Signature

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