

ROBERT M. BULFIN, P.A.

ATTORNEY AT LAW

2826 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306

TELEPHONE (954) 565-6002

TELEFAX (954) 565-0657

MAILING ADDRESS

P.O. BOX 24802

FORT LAUDERDALE, FLORIDA 33307

ROBERT M. BULFIN

Via Federal Express
March 22, 2001

600003908516--6

-03/26/01--01014--014

*****87.50 *****87.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Incorporation of Media Solutions
International Corporation

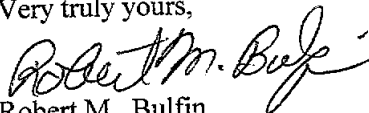
Dear Sir or Madame:

Enclosed please find my check in the amount of \$87.50 for payment of the filing fees and certified copy charges for the above newly proposed corporation.

Also please find an original and a copy of the Articles of Incorporation and Acceptance of Registered Agent. Please file the above captioned corporation, issue your Certificate of Incorporation, and return the Certificate of Incorporation and a conformed copy of the Articles of Incorporation to me in the self-addressed, stamped envelope enclosed for your convenience.

Thank you for your consideration in this matter.

Very truly yours,


Robert M. Bulfin

RMB:jb
Enclosures

D. WHITE MAR 28 2001 5✓

FILED

ARTICLES OF INCORPORATION

01 MAR 23 AM 10: 25

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

MEDIA SOLUTIONS INTERNATIONAL CORPORATION

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, does adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is MEDIA SOLUTIONS INTERNATIONAL CORPORATION.

ARTICLE TWO

The period of the corporation's duration shall be perpetual.

ARTICLE THREE

The purpose of the corporation is to engage in multimedia productions and any other lawful business or purpose.

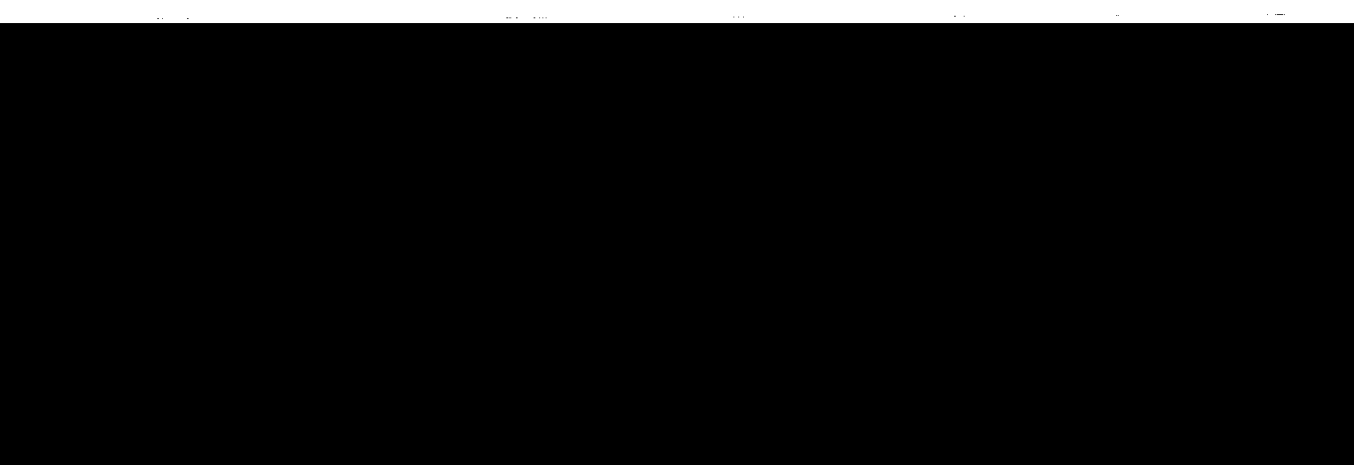
ARTICLE FOUR

The corporation shall have the authority to issue one thousand (1,000) shares of stock, all of one class and having a par value of One Dollar (\$1.00) each.

ARTICLE FIVE

The address of the initial principal office of the corporation is:

3320 N.E. 39th Street
Ft. Lauderdale, FL 33308



ARTICLE SIX

The name of the Registered Agent for the corporation is Mario De Vaca whose business address is:

3320 N.E. 39th Street
Fort Lauderdale, FL 33308

ARTICLE SEVEN

The number of directors constituting its initial Board of Directors is two and their names and addresses are as follows:

David Mantilla
1333 Chenille Circle
Weston, FL 33327

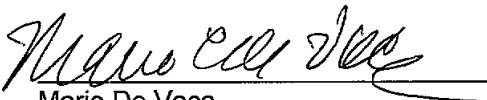
Mario De Vaca
3320 N.E. 39th Street
Fort Lauderdale, FL 33308

ARTICLE EIGHT

The name and address of the incorporator is:

Mario De Vaca
3320 N.E. 39th Street
Ft. Lauderdale, FL 33308

IN WITNESS WHEREOF, the undersigned incorporator executes these articles of incorporation.


Mario De Vaca

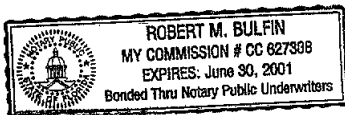
STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Mario De Vaca
who is personally known to me or who produced _____ as
identification and who subscribed the above Articles of Incorporation, and he did freely
and voluntarily acknowledge before me according to law that he made and subscribed
the same for the uses and purposes therein mentioned and set forth and he ~~(did)~~ (did
not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Fort
Lauderdale, in said County and State this 22nd day of March, 2001.

My commission expires:

Robert M. Bulfin
Notary Public
Print name: Robert M. Bulfin



FILED

01 MAR 23 AM 10: 25

ACCEPTANCE BY REGISTERED AGENT
AND DESIGNATION OF PLACE OF SERVICE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following is submitted in compliance with Chapters 48.091 and 607, Florida

Statutes:

The undersigned has been named in the Articles of Incorporation of MEDIA SOLUTIONS INTERNATIONAL CORPORATION, as its registered agent. The undersigned hereby accepts such designation and agrees to comply with such statutes. The address of the registered office of the corporation where the registered agent may be served in accordance with the law is 3320 N.E. 39th Street, Fort Lauderdale, Florida 33308.

DATED at Fort Lauderdale, Florida this 22 day of March, 2001.

Mario De Vaca
Mario De Vaca