

TRANSMITTAL LETTER

PO10000036272

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: First Generation Media Group, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

900003960889--9
-04/05/01--01072--014
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Michael S. Schwartzberg
Name (Printed or typed)

5428 First Avenue N
Address

St. Petersburg, Florida
City, State & Zip

(727) 327-6036
Daytime Telephone number

FILED
01 APR -5 PM 1:27
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

T. SMITH APR 10 2001

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**ARTICLES OF INCORPORATION OF
FIRST GENERATION MEDIA GROUP, INC.
A FLORIDA CORPORATION**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is First Generation Media Group, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 5428 First Avenue North, St. Petersburg, Florida 33710, and the mailing address of the Corporation is 5428 First Avenue North, St. Petersburg, Florida 33710.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue Two Million (2,000,000) shares of common stock, at One Dollar and Zero Cents (\$1.00) par value per share.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the Corporation is Michael S. Schwartzberg, whose street address is 5428 First Avenue North, St. Petersburg, Florida 33710.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial Board of Directors will be elected at the annual meeting in accordance with the Bylaws of the Corporation. The number of Directors, initially, and in future times shall also be determined in accordance with the Bylaws of the Corporation.

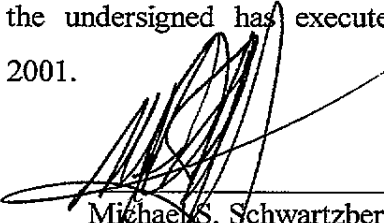
ARTICLE VII
INCORPORATOR

The person signing these Articles is Michael S. Schwartzberg, whose mailing address is 5428 First Avenue North, St. Petersburg, Florida 33710.

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was Director, Officer, employee, or agent of the Corporation or was serving at request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

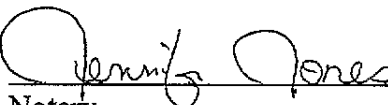
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd22 day of April, 2001.



Michael S. Schwartzberg, Esquire
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared MICHAEL S. SCHWARTZBERG, who is known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

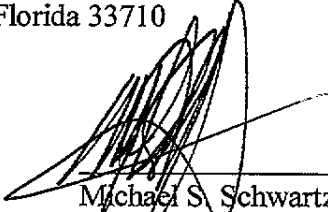


Notary

CERTIFICATE OF DESIGNATION
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 First Generation Media Group, Inc.
2. The name and address of the registered agent/registered office is:
Michael S. Schwartzberg
5428 First Avenue North
St. Petersburg, Florida 33710



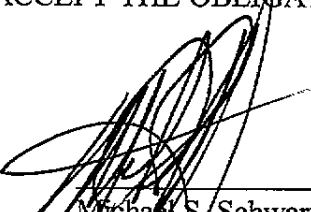
Michael S. Schwartzberg
Incorporator

April 2, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Michael S. Schwartzberg
Registered Agent

April 2, 2001