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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

01 MAY 22 PM 4: 33

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ONE MEDIA CORP.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

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(Corporation Name)

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TO AGENCY
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2001 MAY 22 PM 2:59

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TALLAHASSEE
DIVISION OF CORPORATIONS

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF INCORPORATION
OF
ONE MEDIA CORP.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, right, privileges and immunities of a profit corporation

ARTICLE I – NAME

The name of the corporation shall be:

ONE MEDIA CORP.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be

15661 S.W. 104 TERR. # 3111
MIAMI, FLA. 33196

ARTICLE III – PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the state of Florida and the United States.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 300 shares of One Dollar (\$ 1.00) par value common stock

ARTICLE V – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as many be done without issuance of fractional share) at the price at which it is offered to others.

ARTICLE VI – INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

OSCAR A. CASTRO
15661 S.W. 104 TERR. # 3111
MIAMI, FL. 33196

ARTICLE VII – BOARD OF DIRECTORS

This corporation shall have ONE director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one(1). The initial director of this corporation is:

OSCAR A CASTRO
PRESIDENT

ARTICLE VIII – INCORPORATOR

The name and street of the incorporator to these article is:

OSCAR A. CASTRO
15661 S.W. 104 TERR. # 3111
MIAMI, FL. 33196

ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any officer or directors, or any former officers or directors to the extent permitted by law.

ARTICLE X – BY LAWS

The power to adopt, alter. Amend or repeal the by-laws shall be vested in the Board of Directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 20th day of May 2001.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSED;

That **ONE MEDIA CORP.** is desiring to organize under the laws of the state of Florida has appointed **OSCAR A. CASTRO** of 15661 S. W. 104 Terr. # 3111 Miami, Fl.. 33196 as its Registered agent to accept service of process within the state.

ACKNOWLEDGMENT;

Having been named by the first Board of Directors of **ONE MEDIA CORP.** to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the applicable provisions of the state of Florida Statutes, this 20th, Day of May, 2001

X Oscar A. Castro

REGISTERED AGENT
INCORPORATOR