

**P010000054765**

**WESTON, GARROU & DEWITT**

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REPLY TO:  
FLORIDA

OF COUNSEL  
AUBREY I. FINN\*  
CATHY E. CROSSON\*\*  
A. DALE MANICOM\*  
JOSEPH P. WOHRLE\*

\* ADMITTED IN CALIFORNIA  
\* ADMITTED IN FLORIDA  
\* ADMITTED IN INDIANA  
\* ADMITTED IN TEXAS  
\* A CALIFORNIA PROFESSIONAL CORPORATION  
1 A FLORIDA PROFESSIONAL ASSOCIATION

May 24, 2001

FLORIDA OFFICE  
LAWRENCE G. WALTERS

455 DOUGLAS AVENUE  
SUITE 2155-31  
ALTAMONTE SPRINGS, FL 32714-2569  
FAX (407) 774-6151  
(407) 788-7337

SAN DIEGO OFFICE

432 F STREET, SUITE 202  
SAN DIEGO, CA 92101-6138  
FAX (619) 239-1717  
(619) 232-3255

**VIA OVERNIGHT MAIL**

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

800004323688--6  
-05/25/01--01074--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Streaming Multimedia, Inc.

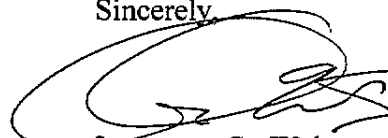
Dear Correspondent:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation and our firm's check in the amount of \$87.50 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

Sincerely,

  
Lawrence G. Walters

LGW/lb  
Encls.

**FILED**  
01 May 25 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

gg/4

**ARTICLES OF INCORPORATION  
OF  
STREAMING MULTIMEDIA, INC.**

**ARTICLE I. NAME**

The name of this corporation shall be Streaming Multimedia, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The address of this corporation's principal office shall be: 455 Douglas Avenue, Suite 2155-31, Altamonte Springs, FL 32714.

**ARTICLE III. MAILING ADDRESS**

The mailing address of the Corporation is 455 Douglas Avenue, Suite 2155-31, Altamonte Springs, FL 32714.

**ARTICLE IV. PURPOSE**

Any and all lawful business in the State of Florida.

**ARTICLE V. INITIAL DIRECTORS**

Name:

Barry Lewis

Address:

1001 Lake Sherwood Drive,  
Orlando, FL 32818

Randall M. Richardson

3592 Aloma Avenue, Suite 12-8  
Orlando, FL 32792

**ARTICLE VI. CAPITAL STOCK**

This corporation shall have the authority to issue 1000 shares of common capital stock at a par value of \$1.00 per share.

**FILED**  
**01 MAY 25 PM 1:16**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

## **ARTICLE VII. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

## **ARTICLE VIII. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy Of  
Which Is On File At This Corporation's Principal Office."

**ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT**

The name of the individual who shall serve as this corporation's initial registered agent and address is Lawrence G. Walters, Esq., 455 Douglas Avenue, Suite 2155-31, Altamonte Springs, FL 32714.

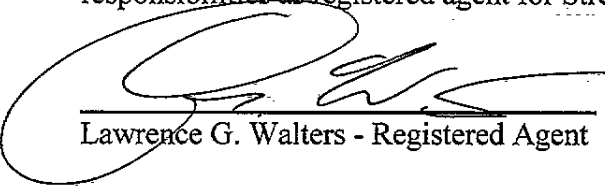
**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator are:

Lawrence G. Walters, Esq., 455 Douglas Avenue, Suite 2155-31, Altamonte Springs, FL 32714.

  
Lawrence G. Walters- Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of Streaming Multimedia, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Streaming Multimedia, Inc.

  
Lawrence G. Walters - Registered Agent

State Of Florida  
County Of Seminole

On May 24, 2001, Lawrence G. Walters, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Streaming Multimedia, Inc.

  
Notary Public

Elizabeth P. Moore  
(Printed or Typed Name)

Notary Public - State of Florida  
my commission expires: April 1, 2003

(SEAL)



Elizabeth P Moore  
My Commission CC948570  
Expires April 01, 2003

Articles Of Incorporation Of Streaming Multimedia, Inc.

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FILED  
01 MAY 25 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA