

PO1000075898

July 4, 2001

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

200004478792-5
-07/17/01--01020--002
*****78.75 *****78.75

Re: Articles of Incorporation of Multimedia Publishers, Inc.

Dear Sir or Madam:

Enclosed you will find Articles of Incorporation, and one copy, for Multimedia Publishers, Inc., a Florida for profit corporation. Also enclosed is a check in the amount of \$78.75 representing the filing fee for this corporation.

Finally, please return the additional copy of the articles in the enclosed self-addressed, stamped envelope.

Sincerely,

David Keil

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK AUG 02 2001

6001-16671

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 19, 2001

DAVID KEIL
1669 MICHIGAN AVE #3
MIAMI BEACH, FL 33139

SUBJECT: MULTIMEDIA PUBLISHERS, INC.
Ref. Number: W01000016671

We have received your document for MULTIMEDIA PUBLISHERS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6926.

Gina Bullock
Document Specialist
New Filing Section

Letter Number: 201A00042371

Articles of Incorporation
Of
Multimedia Publishers, Inc.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

Article I

The Name of the corporation shall be:

Multimedia Publishers, Inc.

Article II

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares of Common Stock – Par Value \$.01. The holders of the Common Stock shall have voting rights of one vote per share, except as otherwise provided by applicable law.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefore shall have been paid. All of such shares are to consist of one class only.

Article III

The name and address of the incorporator of this corporation is as follows: DAVID KEIL, 1669 Michigan Avenue, #3, Miami Beach, FL 33139.

Article IV

This corporation shall commence its existence on filing, and shall exist perpetually thereafter unless sooner dissolved according to law.

Article V

The initial address of this corporation shall be 1669 Michigan Ave, #3, Miami Beach, FL 33139, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

Article VI

This corporation shall have at least one director, with the exact number to be determined from time to time by the By-Laws. The initial number of directors shall be one.

Articles VII

The name and street address of the first Director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

David Keil

1669 Michigan Ave #3

Miami Beach, FL 33139

Article VIII

The corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office.

Article IX

The Board of Directors shall adopt By-Laws for the corporation. The By-Laws may be amended, altered or repealed by the shareholders or directors in any manner permitted by the By-Laws.

Article X

The corporation shall indemnify any employee, officer or director made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the fullest extent permitted by law.

Article XI

The corporation shall not be required to prepare and provide a balance sheet and profit and loss statement to its shareholders. Nor shall the corporation be required to provide a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

Article XII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation who have a pecuniary or other interest in, or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may have a pecuniary or other interest in, any contract or transaction of this corporation, provided that the fact that her or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which will authorize any such contract or transaction with like force and effect as if he were not such director or officers of such other corporation, or not so interested.

Article XIII

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders of the corporation.

Article XIV

The Articles of Incorporation may only be amended by a majority vote of the outstanding shares.

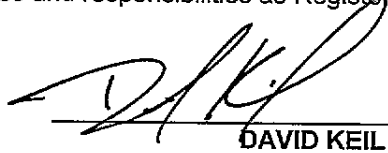
Article XV

DESIGNATION OF REGISTERED AGENT AND OFFICE

The initial registered office of the corporation shall be: **1669 Michigan Ave #3, Miami Beach, FL 33139**. The initial Registered Agent of the corporation whose business office is at such address is **David Keil**.

I the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 13th day of June, 2001

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.



DAVID KEIL

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TALLAHASSEE, FLORIDA