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AUTHORIZATION : *Patricia Pigute*
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2001 NOV -6 PM 3:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : November 6, 2001

ORDER TIME : 9:54 AM

ORDER NO. : 328816-005

CUSTOMER NO: 100198A

CUSTOMER: Ms. Patricia A. Cote
Fogel & Cohen Attorneys &
Counselors At Law
Suite 111
2500 N. Military Trail
Boca Raton, FL 33431

RECEIVED
01 NOV -6 PM 12:58 AM 11:24
DEPARTMENT OF STATE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: INTERQUAD MEDIA, INC.

EFFECTIVE DATE:

400004669264--2

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156
EXAMINER'S INITIALS:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
INTERQUAD MEDIA, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I: NAME OF CORPORATION

The name of the Corporation shall be InterQuad Media, Inc.

ARTICLE II: PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, as amended.

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 4134 NW 88th Ave., Suite 107, Coral Springs, FL 33065.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V: CAPITAL STOCK

The total authorized capital stock of the corporation shall be Ten Thousand (10,000) shares of common stock having a par value of \$.01 per share.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 4134 NW 88th Ave., Suite 107, Coral Springs, FL 33065. The name of the initial registered agent at that address is Daniel Moncada, III.

ARTICLE VII: BOARD OF DIRECTORS

The business of the Corporation shall be managed by its board of directors, the number of which shall be determined in accordance with the Corporation's bylaws. Initially the board of directors shall consist of one (1) member, the name and address of whom is:

NAME

ADDRESS

Daniel Moncada, III

4134 NW 88th Ave., Suite 107
Coral Springs, FL 33065

ARTICLE VIII: PREEMPTIVE RIGHTS

Holders of common stock of the Corporation shall have the right to subscribe for and purchase their pro rata shares of any new common stock which may be issued by the Corporation at the price at which the new common stock is offered to others.

ARTICLE IX: INCORPORATOR

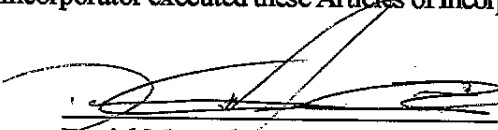
The name and address of the person signing these Articles of Incorporation as Incorporator is:

Daniel Moncada, III

4134 NW 88th Ave., Suite 107

Coral Springs, FL 33065

2nd IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this day of November, 2001.


Daniel Moncada, III

The undersigned, named as the registered agent in Article VI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.325.


Daniel Moncada, III

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