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Of Counsel
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PO 1000111008
November 14, 2001

Reply To: Boca Raton
File No.: HERD2-0001

☆ Board Certified Tax Lawyer
□ Board Certified Estate Planning
and Probate Lawyer
○ Board Certified Real Estate Lawyer

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X Member of N.Y. Bar
¶ Member of Ohio Bar

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

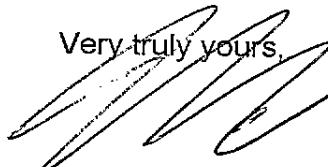
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*****78.75 *****78.75

**Re: Articles of Incorporation
MediaFX, Inc.**

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$78.75 representing the filing fees. Please forward evidence of filing to the undersigned at your earliest convenience.

Very truly yours,


William S. Kramer

WSK/jc

Enclosures

W:\Herd2\0001\Letter to Dept. of State re Articles of Incorporation.111301.wpd

FILED
01 NOV 16 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Established in 1947

D. BROWN NOV 20 2001

ARTICLES OF INCORPORATION
OF
MEDIAFX, INC.

ARTICLE I

NAME

The name of the corporation is

MEDIAFX, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock. The shares shall not be divided into classes, nor may this corporation issue preferred stock without an amendment to its Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE

The principal office or mailing address of this corporation is
5703 S. Sheridan Road
Tampa, Florida 33611

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5703 S. Sheridan Road, Tampa Florida, 33611, and the name of the initial registered agent of this corporation at that office is Devin A. Herz.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

INITIAL BOARD OF DIRECTORS

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

Devin A. Herz
5703 S. Sheridan Road
Tampa, Florida 33611

ARTICLE VIII

INCORPORATORS

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

Devin A. Herz
5703 S. Sheridan Road
Tampa, Florida 33611

**ARTICLE IX
POWERS**

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI

ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII

INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holder of such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII

BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIV

PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 10 day of NOVEMBER, 2001.


DEVIN A. HERZ

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
01 NOV 16 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED

FIRST--THAT MEDIAFX, INC. (NAME OF
CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS IN THE CITY OF TAMPA, STATE OF FLORIDA, HAS NAMED
DEVIN A. HERZ LOCATED AT 5703 S. SHERIDAN ROAD, TAMPA, FLORIDA, 33611, CITY OF
TAMPA, STATE OF FLORIDA, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE: _____

DEVIN A. HERZ

TITLE: President/Secretary/Treasurer

DATE: Nov. 10, 2001

HAVING BEEN NAMED 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 I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

DEVIN A. HERZ

DATE: Nov. 10, 2001