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VALDINI, PALMER & HALE, P.A.

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Of Counsel:
SHARON FRANZUS-KÜNG

November 15, 2001

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

Re: Articles of Incorporation for J. Dog Media, Inc.

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation of J. Dog Media, Inc. for filing with your office, together with a check in the amount of \$78.75, representing the filing fee in connection with same. Kindly forward a certified copy of said Articles to the undersigned in the stamped self-addressed return envelope provided for your convenience.

Should you have any questions with regard to the foregoing, please feel free to contact me.

Very truly yours,

VALDINI, PALMER & HALE, P.A.

By: 

Christopher D. Hale
For the Firm

CDH:bs
Encs.
cc: Duffy Franclemont (w/enc.)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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ARTICLES OF INCORPORATION

OF

J. DOG MEDIA, INC.

ARTICLE I

The name of the corporation is J. DOG MEDIA, INC.

ARTICLE II

The corporation shall have a perpetual existence.

ARTICLE III

The general nature of the business and the objects and purposes proposed to be transacted and carried on is for the transaction of any and all lawful business for which corporations may be incorporated pursuant to Chapter 607, Florida Statutes, known as the Florida Business Corporation Act.

ARTICLE IV

The total number of shares of all classes of stock which the corporation is authorized to issue is One Hundred (100) shares of voting Common Stock with One and 00/100 (\$1.00) Dollar par value. The amount of capital which this corporation has authorized and which has been paid in as of this date is One Hundred and 00/100 (\$100.00) Dollars.

ARTICLE V

The street address of the initial principal office of the corporation is 2900 North Dixie Highway, Suite 203, Fort Lauderdale, FL 33334. The principal office of the corporation may be changed to any other city of the State of Florida designated by the Board of Directors. The name and address of the initial Registered Agent is Christopher D. Hale, Esq., c/o Valdini, Palmer & Hale, P.A., 5353 North Federal Highway, Suite 303, Ft. Lauderdale, Florida 33308. The corporate mailing address is 2900 North Dixie

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TALLAHASSEE, FLORIDA

Highway, Suite 203, Fort Lauderdale, FL 33334.

ARTICLE VI

The number of directors shall not be less than one (1).

ARTICLE VII

The name and post office address of the initial Board of Directors of the corporation is:

Darren A. Franclemont
2900 North Dixie Highway
Suite 203
Fort Lauderdale, FL 33334

Scott Jacintho
44 Mohawk Drive
Tewksbury, MA 01876

ARTICLE VIII

The name and address of the person signing these Articles is: Christopher D. Hale, Esq., c/o Valdini, Palmer & Hale, P.A., 5353 North Federal Highway, Suite 303, Ft. Lauderdale, Florida 33308.

ARTICLE IX

The By-Laws of the corporation may be adopted, altered, amended, or repealed by either the Board of Directors or the Shareholders. Any By-Law adopted by the Shareholders may provide that one or more provisions thereof shall not be amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the Shareholders.

ARTICLE X


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

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by

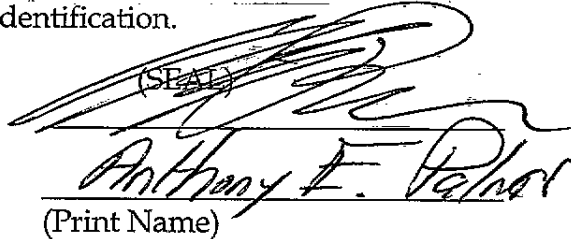
statute and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribes that he has executed these Articles of Incorporation on this 12th day of November, 2001.


CHRISTOPHER D. HALE
Incorporator

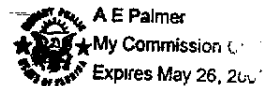
STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 12th day of November, 2001 by CHRISTOPHER D. HALE, who is personally known to me or who has produced _____ as identification.


(SEAL)
Anthony F. Palmer
(Print Name)

NOTARY PUBLIC


SERIAL NO: _____



ACCEPTANCE BY REGISTERED AGENT

I, CHRISTOPHER D. HALE, hereby accept the designation of Resident Agent for service of process upon J. DOG MEDIA, INC., a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

DATED this 12th day of November, 2001.


CHRISTOPHER D. HALE
Registered Agent

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