

P01000115643

MEDIAMINDS, INC.

3444 EastLake Rd. Suite 408 Palm Harbor, FL 34685

November 28, 2001

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

Re: MediaMinds, Inc.
a new Florida for profit corporation
Articles of Incorporation

000004704940--8
-12/04/01--01092--018
*****70.00 *****70.00

Dear Sir or Madam,

Enclosed please find two executed originals of the Articles of Incorporation for the above-referenced new, for profit corporation and a personal check for the filing fee and registered agent's fee in the aggregate amount of \$70. Please file the Articles and return one original showing the Divisions filing stamp to the undersigned for the company records.

If you should have any questions, please do not hesitate to call Jackson Morris, Esq. at 813-874-8854

Very truly yours,



G.Andre Delporte

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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12/6/01

**ARTICLES OF INCORPORATION OF
MEDIAMINDS, INC.**

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The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607, Fla. Stat., the Florida Business Corporation Act, hereby states the following:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME AND ADDRESS

Section 1. The name of the Corporation shall be MediaMinds, Inc.

Section 2. The principal office and the initial mailing address of the Corporation shall be Suite 408, 3444 East Lake Road, Palm Harbor, Florida 34685.

ARTICLE II - DURATION

The Corporation shall have perpetual existence beginning on the date these Articles are filed with the Florida Department of State, Division of Corporations.

ARTICLE III - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation shall be authorized to issue one hundred million (100,000,000) shares of common stock, all of one class, having a par value of \$.001 per share; and

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the stockholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the stockholders may be altered, amended or repealed by the other group; provided, however, that any Bylaw adopted by the stockholders may provide that it shall be altered, amended, or repealed only by the stockholders.

ARTICLE VII - REGISTERED OFFICE AND AGENT

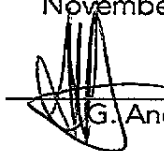
Section 1. The street address of the initial registered office of the Corporation shall be Suite 408, 3444 East Lake Road, Palm Harbor, Florida 34685.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be G. Andre' Delporte.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is G. Andre' Delporte, Suite 408, 3444 East Lake Road, Palm Harbor, Florida 34685.

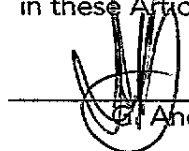
IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on November 27th, 2001.



G. Andre' Delporte

ACCEPTANCE BY REGISTERED AGENT

I hereby accept to act as initial Registered Agent for MediaMinds, Inc., as stated in these Articles of Incorporation.



G. Andre' Delporte

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TALLAHASSEE FLORIDA