

P02000001008

MEDIAGISTIC, INC.
13014 N. Dale Mabry Hwy.
Suite 100
Tampa, FL 33618

(813)909-2121

FILED
02 JAN -2 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32314

December 20, 2001

RE: MEDIAGISTIC, INC.

700004747637--2
-01/02/02--01068--005
*****70.00 *****70.00

Dear Madam or Sir:

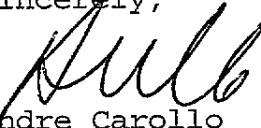
I am enclosing the original and one copy of the Articles of Incorporation regarding the above, together with a check made payable to the Secretary of State in the amount of \$70.00 for payment as follows:

Filing Fee	\$ 35.00
Registered Agent Designation	<u>35.00</u>
	<u>\$ 70.00</u>

Upon your approval and the filing of the Articles of Incorporation, please certify a copy and return the same to me in the enclosed self addressed stamped envelope.

Thanking you in advance for your assistance.

Sincerely,


Andre Carollo
/lbb

Enclosures

QB 1/4/02

**ARTICLES OF INCORPORATION
OF
MEDIAGISTIC, INC.**

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ARTICLE I - Name

The name of this corporation is Mediagistic, Inc.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Purpose

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

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - Initial Principal Office

The street address of the initial principal office of this corporation is 13014 N. Dale Mabry Hwy., Suite 100, Tampa, Fl. 33618.

ARTICLE VI - 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:

Andre Carollo

ARTICLE VII - Incorporator

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

Andre Carollo
25505 Oaks Blvd.
Land O Lakes, Fl. 34639

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - Indemnification

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

ARTICLE X - Initial Registered Office and Agent

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Mediagistic, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in these Articles of Incorporation at the City of Tampa, County of Hillsborough, and State of Florida, has named Andre Carollo located at 25505 Oaks Blvd., Land O Lakes, Fl. 34639 as its agent to accept service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

REGISTERED AGENT



Andre Carollo

Andre Carollo
13014 N. Dale Mabray Hwy
Suite 110
Tampa FL 33618

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation this 27 day of December, 2001.

INCORPORATOR

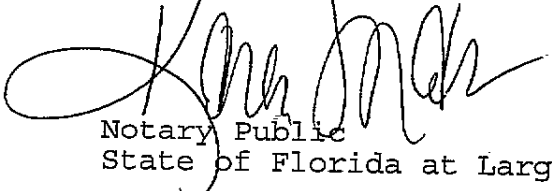


Andre Carollo

Andre Carollo
25505 OAKS Blvd
Land O Lakes, FL 34639

STATE OF FLORIDA
COUNTY OF MARION

The foregoing Articles of Incorporation were acknowledged before me this 27 day of December, 2001.



Notary Public
State of Florida at Large

My Commission Expires:

Aug. 19, 2005

