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December 24, 2001

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

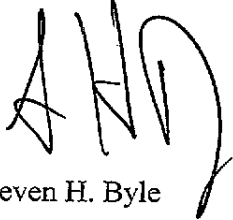
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN -7 PM 3:01

Re: QP3 MEDIA, INC.
1542 Dinnerbell Lane
Dunedin, FL 34698

Gentleman,

Enclosed please find the duplicate original Articles of Incorporations. Please file one original and return the certified duplicate original to me at 29741 69th street North, Clearwater FL, 33761. If you have any questions, I can be reached at (727) 784-1036.

Very Truly Yours,



Steven H. Byle

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ARTICLES OF INCORPORATION

OF

QP3 MEDIA, INC.

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this incorporation shall be: **QP3 MEDIA, INC.**

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ARTICLE II

LOCATION

The principal place of business of the corporation will be 1542 Dinnerbell Lane, Dunedin FL, 34698. The corporation's mailing address will be PO Box 1977, Dunedin FL, 34697.

ARTICLE III

Stock Clauses

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock (each with a par value of \$1.00).

ARTICLE IV

Subscribers, Incorporators, and Directors

The names and addresses of the Subscriber(s), Incorporator(s), and Director(s) are:

Brian J.. Anderson

PO Box 1977

Dunedin FL, 34697

ARTICLE V

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change, or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger, or consolidation of the company;
- C. Sale, lease, or exchange of the major portion of the property or assets of the corporation.
- D. Dissolution of the corporation.

ARTICLE VI

Effective Date

The Articles of Incorporation shall be effective January 1, 2002.

IN WITNESS WHEREOF, the undersigned incorporator of this Corporation has executed these Articles of Incorporation December 31, 2001.

Brian J. Anderson
President/Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared Brian J. Anderson, and after being duly cautioned and sworn, did depose and say that he has affixed his name to the foregoing Articles of Incorporation of QP3 MEDIA, INC., as the original subscriber to said corporation, for the purposes therein expressed. WITNESS my hand and official seal at Dunedin, Pinellas County, Florida, this 31st day of December, 2001.

Cheryl L. Fusari

Notary Public

My commission expires:



Cheryl L. Fusari
MY COMMISSION # CC915760 EXPIRES
March 5, 2004
BONDED TRIM TRUST INSURANCE, INC.

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

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Certificate of Registered Agent

Of

QP3 Media, Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at:

1542 Dinnerbell Lane
Dunedin, Florida 34698

has named: Brian Anderson
1542 Dinnerbell Lane
Dunedin, Florida 34698

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

Acknowledgment

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, and being familiar with the obligations of that position, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping open such offices.

Date: 12/31/01

Brian Anderson
Brian Anderson