

BRASHEAR & ASSOCIATES, P.L.
C o u n s e l o r s A t L a w

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BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

P02-000017708

February 11, 2002

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-02/12/02--D1042--021
*****78.75 *****78.75

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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 12 PM 2:43

RE: FOCALPOINT MEDIA SOLUTIONS, INC.

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Upon filing should you determine that this corporation's name is too similar to that of an existing corporation, please call this office collect before returning the enclosed documents.

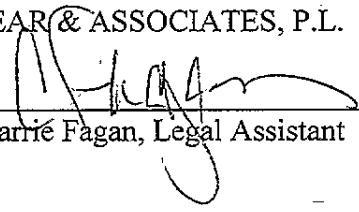
Also enclosed, please find our check in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOCIATES, P.L.

By: 
Carrie Fagan, Legal Assistant

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**ARTICLES OF INCORPORATION
OF
FOCALPOINT MEDIA SOLUTIONS, INC.**

Article I

Name. The name of this Corporation is Focalpoint Media Solutions, Inc.

Article II

Principal Office. The address of the principal office of the Corporation is 2701 N.W. 23rd Blvd. Suite BB182, Gainesville, FL 32605.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue two classes of common stock: 10,000 shares of \$.0001 par value voting common stock and 10,000 shares of \$.0001 par value non-voting common stock. Both classes of common stock shall have the same rights and privileges except that holders of non-voting common stock shall have no right to vote except as required by applicable Florida law.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 2701 N.W. 23rd Blvd., Suite BB182, Gainesville, FL 32605, and the name of the initial registered agent of this Corporation is Richard Carlson.

Article VIII

Initial Board of Directors. The Corporation shall have two (2) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

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TALLAHASSEE
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Richard Carlson
2701 N.W. 23rd Blvd., Suite BB182
Gainesville, FL 32605

Shane Bouchard
2501 N.W. 6th Street, Apt. 3
Gainesville, FL 32609

Article IX

Incorporator. The name and address of the person signing these Articles is Richard Carlson, 2701 N.W. 23rd Blvd., Suite BB182, Gainesville, FL 32605.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11 day of FEB, 2002.



RICHARD CARLSON
Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 11 day of February, 2002, by **RICHARD CARLSON** who is personally known to me or who has produced Florida Driver License 1642741730810 FDW as identification, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 11 day of Feb., 2002.



(SEAL) Carrie P. Fagan
MY COMMISSION # CC993032 EXPIRES
January 10, 2005
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Public

Printed Name
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **FOCALPOINT MEDIA SOLUTIONS, INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this 11 day of FEB, 2002.



RICHARD CARLSON
Registered Agent

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