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MICHAEL J. FERRIN

Board Certified Civil Trial Lawyer

823 North Olive Avenue
West Palm Beach, Florida 33401
www.lawyers.com/mjferrin

Telephone (561) 683-4000
Facsimile (561) 655-6044
Florida Keys (305) 664-4044

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March 1, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: MEDIATE, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR -4 AM 8:57

Dear Sir or Madam:

Enclosed please find the original and one executed copy of the Articles of Incorporation for the above-referenced corporation.

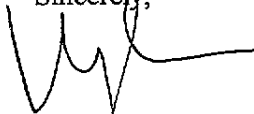
Also enclosed please find my check in the amount of \$87.50, representing payment of the following:

- | | | |
|----|---------------------------------|---------|
| 1. | Filing Fee | \$35.00 |
| 2. | Designation of Registered Agent | \$35.00 |
| 3. | Certified Copy | \$ 8.75 |
| 4. | Certificate of Status | \$ 8.75 |

Please file the Articles with the State and return a certified copy to the undersigned. Should you have any questions, please do not hesitate to contact me.

With kindest regards, I am

Sincerely,


Michael J. Ferrin

MJF/sls
Enclosures

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ARTICLES OF INCORPORATION

OF

MEDIATE, INC.

The undersigned subscribers being natural persons competent of contract hereby file the following Articles of Incorporation under the laws of the State of Florida, providing for the formation liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name: The name of the corporation shall be MEDIATE, INC.

ARTICLE II

Principal Office: The principal place of business and mailing address is 823 North Olive Avenue, West Palm Beach, Florida 33401.

ARTICLE III

Purpose: The purpose of this corporation is to have and exercise any and all powers necessary or convenient to effect its purpose and to otherwise engage in any lawful business permitted under the laws of the State of Florida.

ARTICLE IV

Capital Stock: This corporation is authorized to issue 7,500 shares at \$1.00 par value stock. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than One Dollar (\$1.00). Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V

Initial Registered Office and Agent: The street address of the initial registered office of the corporation is 823 North Olive Avenue, West Palm Beach, Florida, 33401, and the registered agent is MICHAEL J. FERRIN.

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ARTICLE VI

Pre-Emptive Rights: Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII

Initial Board of Directors: This corporation shall have on (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of the corporation is as follows: Michael J. Ferrin, 823 North Olive Avenue, West Palm Beach, Florida 33401.

ARTICLE VIII

Incorporators: The name and address of the person signing these Articles is Michael J. Ferrin, 823 North Olive Avenue, West Palm Beach, Florida 33401.

ARTICLE IX

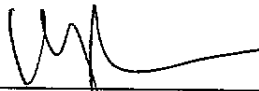
By-Laws: The power to adopt, alter or repeal By-Laws shall be vested in the Board of Directors and shareholders, and the By-laws shall be adopted and amended by unanimous vote of the directors and shareholders.

ARTICLE X

Amendment: These Articles may be amended if all of the Directors and all of the stockholders of this corporation shall sign a written statement manifesting their intention and consent to amend these

Articles of Incorporation, in which case such amendment shall be fully effective for all purposes when filed with the Secretary of State, as required by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, this 1st day of March, 2002.



Michael J. Ferrin

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared MICHAEL J. FERRIN to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the county and state last aforesaid this 1st day of March, 2002.



NOTARY PUBLIC

My Commission Expires:



Susan L. Stuart
MY COMMISSION # CC949632 EXPIRES
August 30, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVING OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

FIRST: MEDLATE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of West Palm Beach, State of Florida, has named MICHAEL J. FERRIN, as its agent to accept service of process within this State.

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



MICHAEL J. FERRIN

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