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DOROTHY FRIEDMAN
2902 Victoria Circle, #K-2
Coconut Creek, FL 33066
(954) 969-5376

March 6, 2002

STATE OF FLORIDA
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
02 MAR 13 AM 10:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: ARTICLES OF INCORPORATION - DandE Media, Inc.

Dear Sir/Madam:

Enclosed herewith please find a) original and one photocopy of Articles of Incorporation, b) original of Acceptance of Registered Agent to Serve, and c) check in the amount of ~~\$78.75~~ 78.75 for the filing fee and registered agent acceptance fee.

Please file and process said Articles. Thank you for your attention to this matter.

Very truly yours,


Dorothy Friedman

Encs.

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03-21-02

ARTICLES OF INCORPORATION

OF

DandE MEDIA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS that the undersigned, being of legal age, for the purposes of forming a corporation under the laws of the State of Florida, does hereby sign and acknowledge the following Articles of Incorporation and states as follows:

ARTICLE I.

NAME OF CORPORATION

The name of the corporation shall be DandE MEDIA, INC.

ARTICLE II.

ADDRESS OF CORPORATION

The street address of the corporation's principal office is 2902 Victoria Circle, #K-2, Coconut Creek, FL 33066.

ARTICLE III.

AUTHORIZED SHARES OF STOCK

The authorized capital stock of the corporation shall consist of one class of ONE HUNDRED (100) shares of common stock having no par value, which shall be voting stock with unlimited voting rights, and the stockholders shall be entitled to receive the net assets of the corporation upon dissolution.

ARTICLE IV

PREEMPTIVE RIGHTS

Stockholders shall not have preemptive rights.

ARTICLE V.

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation is to be located at 2902 Victoria Circle, #K-2, Coconut Creek, FL 33066, and DOROTHY FRIEDMAN is the corporation's registered agent at that address.

ARTICLE VI.

NAME AND ADDRESS OF INCORPORATOR

The name and post office address of the incorporator of the corporation, whose powers and liabilities shall terminate upon the filing of these Articles of Incorporation, is as follows:

DOROTHY FRIEDMAN, 2902 Victoria Circle, #K-2,
Coconut Creek, FL 33066

ARTICLE VII.

DIRECTORS

The management of this corporation shall be vested in a Board of Directors; the number of directors shall not be less than one (1) or more than seven (7); and the number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the directors shall be such as are prescribed by the Bylaws of the corporation.

ARTICLE VIII.

PURPOSES OF CORPORATION

The general nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted and carried on by it for profit, are as follows:

(1) To engage in the business of selling commercial advertising time and/or space; and/or

(2) To engage in the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IX.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the stockholders herein are granted subject to this reservation.

ARTICLE X.

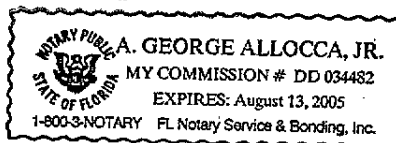
The name and post office address of the directors who shall first manage the affairs of the corporation, until the first annual meeting of the stockholders or until successor directors be elected and qualify, are as follows:

DOROTHY FRIEDMAN, 2902 Victoria Circle, #K-2,
Coconut Creek, FL 33066

IN WITNESS WHEREOF the incorporator has hereunto set her hand this 12 day of March, 2002.

State of Florida
County of Broward
On this 12 day of March 2002
before me personally appeared
Dorothy Friedman
to me known to be the person who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.
SEAL (signed) George Allocca, Jr.
Notary Public

Dorothy Friedman
DOROTHY FRIEDMAN
Incorporator

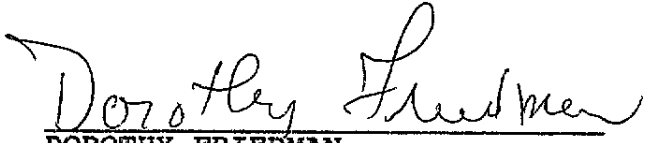


ACCEPTANCE TO SERVE AS REGISTERED AGENT

I, DOROTHY FRIEDMAN, hereby accept to serve as Registered Agent, in the State of Florida, for the following corporation: DandE MEDIA, INC.

I hereby state that I am familiar with, and accept, the obligations of being registered agent for the above-stated corporation.

DATED this 17 day of March, 2002.


DOROTHY FRIEDMAN

REGISTERED OFFICE ADDRESS:

2902 VICTORIA CIRCLE, #K-2
COCONUT CREEK, FL 33066