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Kurt Forrest Brewer, P.A.

April 29, 2002

Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

Re: Incorporation of MACCHI MEDIA, INC.

Dear Sir/Ma'am:

Please find enclosed Articles of Incorporation for MACCHI MEDIA, INC., a Florida corporation. The enclosed check in the amount of \$78.75 includes the Florida corporation and registered agent filing fee together with the requisite fee to obtain a certified copy of the Articles of Incorporation. Please forward the certified Articles to this office at your earliest convenience.

You are welcome to call me if you have any questions or require additional information.

Sincerely,

KURT FORREST BREWER, P.A.



Kurt Forrest Brewer

KFB/dj
encl.

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DIVISION OF CORPORATIONS
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Business, Commercial & Entertainment Law

Capital Plaza at Lake Eola
301 East Pine Street, Suite 150

Orlando, Florida 32801

Office: 407.210.6554

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Email: kurtbrewer@lawyer.com

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ARTICLES OF INCORPORATION

of

MACCHI MEDIA, INC.

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DIVISION OF CORPORATIONS
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ARTICLE I

Name and Duration

The name of the Corporation is MACCI MEDIA, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is c/o Kurt Forrest Brewer, P.A., 301 East Pine St., Orlando Florida 32801.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is Capital Plaza at Lake Eola, 301 East Pine Street, Suite 150, Orlando, Florida 32801. The name of the registered agent at such address is Kurt Forrest Brewer, P.A.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in the practice of law and any lawful act or activity allowed in accordance with the Florida Statutes.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act of the Florida Statutes.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock") with a par value of \$.01.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is Kurt Forrest Brewer, P.A., Capital Plaza at Lake Eola, 301 E. Pine St., Suite 150, Orlando, Florida 32801.

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished as provided by the Bylaws; provided, however, there shall never be less than one director. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the people who shall serve as the initial directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Adam S. Macchi	c/o Kurt Forrest Brewer, P.A. 301 East Pine St. Suite 150 Orlando, FL32801
Leya A. Macchi	c/o Kurt Forrest Brewer, P.A. 301 East Pine St. Suite 150 Orlando, FL32801

ARTICLE VIII

Amendment

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 upon the shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 22nd day of April, 2002.

Incorporator

Kurt Forrest Brewer, P.A.

By: 

Kurt Forrest Brewer, President

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Sections 607.0501 and 607.0503, Kurt Forrest Brewer, P.A. submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the registered agent is Kurt Forrest Brewer, P.A.
2. The address of the registered agent is Capital Plaza at Lake Eola, 301 East Pine Street, Suite 150, Orlando, Florida, 32801.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent

Kurt Forrest Brewer, P.A.

By: _____

Kurt Forrest Brewer, President

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