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FORT MYERS, FLORIDA 33901  
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PLEASE REPLY TO:  
POST OFFICE BOX 720  
FORT MYERS, FLORIDA 33902-0720

May 6, 2002

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-05/09/02--01042--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

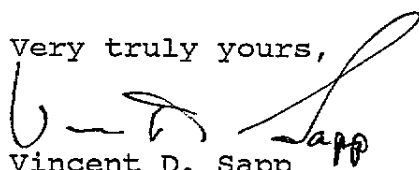
Re: Incorporation of VELLA MEDIA GROUP, INC.

Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation of VELLA MEDIA GROUP, INC. Please file the Articles and return a noncertified copy to me. Also enclosed is a check for \$70.00 in payment of the fees for filing and for designation of the registered agent.

Thank you for your attention to this matter.

Very truly yours,

  
Vincent D. Sapp

VDS:ffw  
Enclosures

FILED  
02 MAY -9 PM 5:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CD 5-7

ARTICLES OF INCORPORATION  
OF  
VELLA MEDIA GROUP, INC.

FILED  
02 MAY -9 PM 5:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is VELLA MEDIA GROUP, INC.

Article II - Duration

This corporation shall commence upon the filing of these Articles of Incorporation, and shall have perpetual existence thereafter.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue five thousand (5,000) shares of One Dollar (\$1.00) par value common stock, all of the same class.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 9301 Pittsburgh Blvd., Fort Myers, Florida 33912, and the name of the initial registered agent of this corporation at that address is Alexander P. Vella.

Article VI - Principal Office and Mailing Address

The street address of the initial principal office and mailing address is 9301 Pittsburgh Blvd., Fort Myers, Florida 33912.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation are as follows:

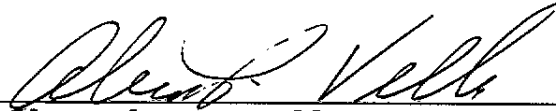
Alexander P. Vella  
9301 Pittsburgh Blvd.  
Fort Myers, Florida 33912

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation are as follows:

Alexander P. Vella  
9301 Pittsburgh Blvd.  
Fort Myers, Florida 33912

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on May 6, 2002.



Alexander P. Vella  
Incorporator

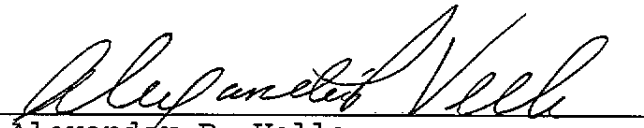
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OATH OF ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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.

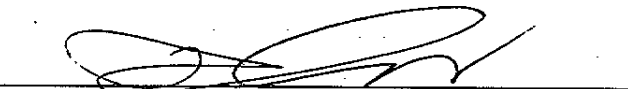


Alexander P. Vella  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF LEE )

THE FOREGOING INSTRUMENT was subscribed, sworn to and acknowledged before me by ALEXANDER P. VELLA, who ( ) is personally known to me or (X) produced a Florida Drivers License Driver's License as identification.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of May, 2002.



Notary Public  
Print or stamp name:  
Seal:

