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Division of Corporations

From-DREIER, BARITZ COLMAN

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FLORIDA PROFTT CORPORATION OR P.A.

Tri Media Corporation

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 4, 2002

DREIER BARITZ

SUBJECT: TRI MEDIA CORPORATION
REF: W02000016034

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
TRI MEDIA PARTNERS CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME OF CORPORATION:

The name of the corporation shall be **TRI MEDIA PARTNERS CORPORATION**

ARTICLE II - PRINCIPAL OFFICE:

The principal place of business and mailing address of the corporation shall be:

150 E. Palmetto Park Road
Suite 750
Boca Raton, Florida 33432

ARTICLE III - CAPITAL STOCK:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000,000 shares of common stock having a par value of .001 per share, and 20,000,000 shares preferred stock, par value .001 per share, which shares of preferred stock shall have such rights, powers, and preferences, qualifications and limitations, including voting rights, if any, as the Board of Directors shall determine.

ARTICLE IV - INDEMNIFICATION:

Any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the corporation (unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct), against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding including any appeal thereof. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the

corporation as authorized by this Article. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from this Article.

ARTICLE VI - BYLAWS:

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:

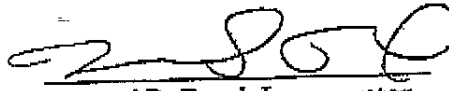
Michael R. Bond, Esquire
Dreier Baritz & Colman
150 E. Palmetto Park Road, Suite 750
Boca Raton, Florida 33432

ARTICLE VII - INCORPORATOR:

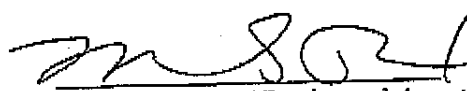
The name and street address of the incorporator to these Articles of Incorporation is:

Michael R. Bond, Esquire
Dreier Baritz & Colman
150 E. Palmetto Park Road, Suite 750
Boca Raton, Florida 33432

The undersigned incorporator has executed these Articles of Incorporation this 3rd day of June, 2002.


Michael R. Bond, Incorporator

I, Michael R. Bond, am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Michael R. Bond Registered Agent

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