

PO2000069686

SUBJECT: MEDIA SOURCE SOUTH INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and (1) copy of the articles of incorporation and a check for:

\$ 78.75

Filing Fee

Certified Copy

& Certificate of status

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-06/24/02--01053--015
*****78.75 *****78.75

FROM: WILLIAM BENNETT

818 U.S. HIGHWAY 1 SUITE 7

NORTH PALM BEACH FLORIDA 33408

(561)- 207-6070

FILED
02 JUN 24 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 6/25

ARTICLES OF INCORPORATION

OF

MEDIA SOURCE SOUTH INC.

FILED

02 JUN 24 AM 10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, have executed the following document as incorporator of the above named corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **MEDIA SOURCE SOUTH INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing of the date of the filing of these Articles with the Department of State.

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 5,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI INITIAL PRINCIPAL OFFICE AN AGENT

The street address of the initial principal office of this corporation is 818 U.S. HWY 1 SUITE 7, NORTH PALM BEACH FL 33408, and the name of the initial registered agent of this WILLIAM BENNETT of 818 U.S. HWY 1 SUITE 7, NORTH PALM BEACH, FL 33408.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and addresses for the initial Board of Directors of this corporation are:

Title: CEO-PRESIDENT
Name: WILLIAM BENNETT
Address: 818 U.S. HWY 1, SUITE 7
NORTH PALM BEACH, FL 33408

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

Name: WILLIAM BENNETT
Address: 818 US HWY 1, SUITE 7
NORTH PALM BEACH, FL 33408

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE X AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of JUNE 2002.


WILLIAM BENNETT, Subscriber

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

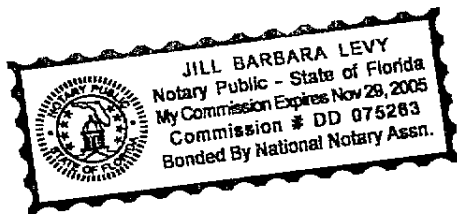
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared WILLIAM BENNETT, who proved to me by identification that he is the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed such Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal

in the State of Florida and County of Palm Beach Florida aforesaid, this 17, day of
JUNE 2002.

My commission expires November 29, 2005.

(Seal)



Jill Barbara Levy
Notary Public
State of Florida at Large

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION COMPANY
SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A
REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA.

FIRST THAT **MEDIA SOURCE SOUTH INC.** DESIRING TO ORGANIZE OR
QUALIFY UNDER THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 818 U.S. HWY 1, SUITE 7, NORTH PALM BEACH FL 33408,
HAS NAMED WILLIAM BENNETT OF 818 U.S. HWY 1, SUITE 7, NORTH PALM
BEACH FL 33408, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE _____

WILLIAM BENNETT - REGISTERED AGENT

DATE: JUNE 17, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA