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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

06/27/02

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To:
Division of Corporations
Fax Number : (850) 205-0881

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

02 JUN 28 PM 3:45
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

South Media Broadcast Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

COMMITTEE JUN 28 2002

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
South Media Broadcast Inc.

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Article II. Address

The Corporation's mailing address is:
South Media Broadcast Inc.
Courvoisier Centre II
601 Brickell Key Drive, Suite 104
Miami FL 33131

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DIVISION OF CORPORATIONS

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Irving Plonskier
Courvoisier Centre II
601 Brickell Key Drive, Suite 104
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Irving Plonskier

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Justin C. Fineberg | FL Bar Member 0053716
Lash & Goldberg LLP
100 SE 2nd Street, Suite 1200
Miami FL 33131
305-347-4040

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Article V. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value zero per share.

Article VI. Incorporator

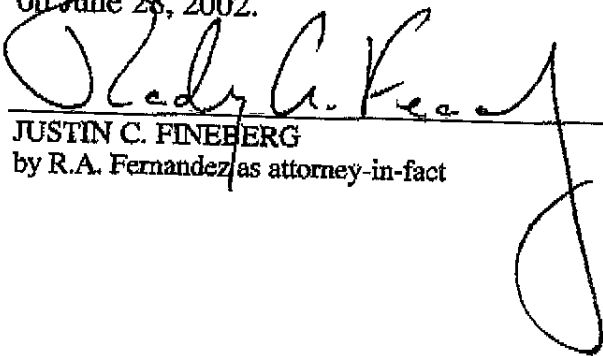
The name and address of the incorporator is:

Justin C. Fineberg
Lash & Goldberg LLP
100 SE 2nd Street, Suite 1200
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 27, 2002.

The undersigned incorporator executed these Articles of Incorporation on June 28, 2002.



Justin C. FINEBERG
by R.A. Fernandez/as attorney-in-fact

Justin C. Fineberg | FL Bar Member 0053716
Lash & Goldberg LLP
100 SE 2nd Street, Suite 1200
Miami FL 33131
305-347-4040

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

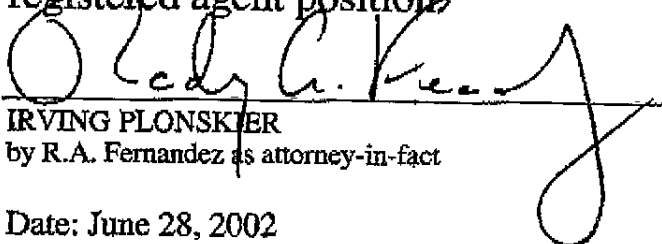
South Media Broadcast Inc.

REGISTERED AGENT/OFFICE:

Irving Plonskier
Courvoisier Centre II
601 Brickell Key Drive, Suite 104
Miami FL 33131

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


IRVING PLONSKIER
by R.A. Fernandez as attorney-in-fact

Date: June 28, 2002

Justin C. Fineberg | FL Bar Member 0053716
Lash & Goldberg LLP
100 SE 2nd Street, Suite 1200
Miami FL 33131
305-347-4040

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