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CORPORATESERVICES

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Division of Corporations

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Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : PAUL SMITH

Account Number : I20010000247

Phone : (305) 673-0347

Fax Number : (305) 532-0738

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

ioMEDIAPARTNERS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	0203
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be :

ioMediaPartners, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is :

2042 North Laura Street

Jacksonville, FL 32206

ARTICLE III PURPOSE

The purpose for which the corporation is organized is to engage in any activity business permitted under the laws of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock is:

1,000,000 COMMON SHARES PAR VALUE \$1.00

1,000,000 PREFERRED SHARES

ARTICLE V INITIAL OFFICERS / DIRECTORS (optional)

The name(s), address(es), and title(s) of the directors and officers is

President :

Michael Roe

2042 North Laura Street Jacksonville, FL 32206

Secretary :

Bette Jones

26 Taragona Court Street Augustine, FL 32086

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PAGE 2 ioMediaPartners, Inc.

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

A1A CORPORATE SERVICES INC.
218 SOUTHERN COUNTRY LANE
QUINCY, FL 32351

ARTICLE VII INCORPORATOR

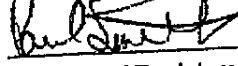
The name and Florida street address of the incorporator is:

A1A CORPORATE SERVICES INC.
218 SOUTHERN COUNTRY LANE
QUINCY, FL 32351


ARTICLE VIII

No director or officer of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, provided, however, that the foregoing clause shall not apply to any liability of a director or officer (I) for any breach of the director's or officer's duty of loyalty to the corporation or its shareholders, (II) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (III) for any transaction from which the director or officer derived an improper personal benefit. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advancement of attorney's fees and expenses to any person who is or was an officer or director of the Corporation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 Paul Smith, Vice President
Signature / Registered Agent

07-01-02
Date

 Paul Smith, Vice President
Signature/Incorporator

07-01-02
Date

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