

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CoMATRIX Media Partners, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

FOR

CoMATRIX Media Partners, Inc.

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The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for CoMATRIX Media Partners, Inc.

1. The name of the corporation is CoMATRIX Media Partners, Inc.
2. The principal office address of the corporation is 3852 Satin Leaf Court, Delray Beach, FL 33445.
3. The mailing address of the corporation is 3852 Satin Leaf Court, Delray Beach, FL 33445.
4. The corporation shall have authority to issue 7500 shares of stock, all of one class with a par value of \$1.00 per share.
5. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.
6. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or of the State of Florida.
7. The name and address of the incorporator is:

Name

HCRM Corp.

Address2200 Corporate Boulevard, N.W.
Suite 401
Boca Raton, Florida 33431

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8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be September 18, 2002, provided such date is within five (5) business days prior to the date of filing.

Executed and subscribed at Boca Raton, Florida on September 18, 2002.

HCRM Corp., as Incorporator

By: 

Andrew M. Gross, Vice President

ACCEPTANCE OF REGISTERED AGENT

HCRM CORP. hereby accepts the above appointment as registered agent of CoMATRIX Media Partners, Inc. and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By: 

Andrew M. Gross, Vice President

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