

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO2000104992

Premier Media, Inc.

500008098355--9

-09/30/02--01036--026

*****78.50 *****78.50

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
02 SEP 30 PM 1:37
TALLAHASSEE FLORIDA
SECRETARY OF STATE

RECEIVED
02 SEP 30 PM 11:07
DIVISION OF CORPORATION

Signature _____

Requested by: SS

Name _____

Walk-In _____

9/30/02
Date

10:15
Time

Will Pick Up _____

FILED
02 SEP 30 PM 1:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

PREMIER MEDIA, INC.

ARTICLE I
CORPORATE NAME AND PRINCIPAL OFFICE

The name of this corporation shall be: =

PREMIER MEDIA, INC.
815 N.W. 57 Avenue
Suite 202
Miami, Florida 33126

ARTICLE II

DURATION

This corporation shall commence its existence immediately upon the filing of these
Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved
according to law.

ARTICLE III
PURPOSE

"The purpose of the corporation is to engage in any lawful act or activity for which the corporations
may be organized under the general Corporation Law of Florida."

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue a maximum of One Thousand (1000) shares of stock. The
shares of stock authorized shall be common stock having no par value per share. The consideration
to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

This corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

REGISTERED AGENT

ADDRESS OF INITIAL REGISTERED OFFICE

Harry K. Bender, Esquire
5915 Ponce de Leon Blvd
Suite 60
Coral Gables, FL 33146

ARTICLE VI
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the corporation shall have between One (1) and five (5) Directors, but initially it shall have One (1) Director.

ARTICLE VII

INITIAL DIRECTORS

The name and post office address of the Initial Director of the Corporation are:

Ralph Velocci	Director/President/Secretary	815 N.W. 57 Avenue Suite 202 Miami, Florida 33126
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These Directors shall hold office until the first annual meeting of Stockholders of the Corporation.

ARTICLE VII

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR

ADDRESS

Harry K. Bender, Esq.


5915 Ponce de Leon Blvd.
Suite 60
Coral Gables, Florida 33146

ARTICLES IX

INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25 day of September, 2002.



HARRY K. BENDER, ESQ.
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

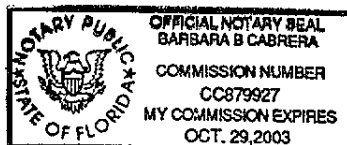
BE IT REMEMBERED that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared HARRY K. BENDER, to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State, this 24th day of September, 2002.



Notary Public, State of Florida
at Large

My commission expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
ACCEPTANCE OF REGISTERED AGENT OF DESIGNATION**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That PREMIER MEDIA, INC., is qualified to do business under the laws of the State of Florida with its principal office at 815 N.W. 57th Avenue, Suite 202, Miami, Florida 33126 and has appointed:

HARRY K. BENDER, ESQ.

as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



HARRY K. BENDER, ESQ.
Registered Agent

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TALLAHASSEE FLORIDA