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KILLGORE PEARLMAN

Division of Corporations

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Page 1 of 2

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Account Name : KILLGORE, PEARLMAN, STAMP, ORNSTEIN & SQUIRES
Account Number : I19980000007
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FLORIDA PROFIT CORPORATION OR P.A.

RHINO MEDIA, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RHINO MEDIA, INC.**

ARTICLE I - NAME

The name of this corporation is RHINO MEDIA, INC. and its principal place of business and mailing address is 1010 Winderley Place, #136, Maitland, Florida 32751.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$0.01 per share.

**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2 South Orange Avenue, 5th Floor, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is Mark L. Ornstein.

ARTICLE VI - INITIAL OFFICERS AND DIRECTORS

The name and address of the President and Secretary and sole Director of the corporation is Helena Clark, 1010 Winderley Place, Suite 136, Maitland, Florida 32751.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Helena Clark
1010 Winderley Place, Suite 136
Maitland, FL 32801

Fax Audit No. H02000217308.4

Fax Audit No. H02000217308 4

ARTICLE VII - INDEMNIFICATION

This 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 has executed these Articles of Incorporation this 23 day of October, 2002.


Helena Clark, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for RHINO MEDIA, INC. hereby accepts such appointment this ____ day of October, 2002, and states that he/she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.


Mark L. Ornstein

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