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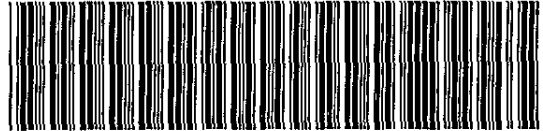
(Business Entity Name)

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CARLOS WILLIARD & FLANAGAN, P.A.

ATTORNEYS AT LAW

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W. CHAD WILLIARD
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CORAL GABLES, FLORIDA 33134
TELEPHONE 305.444.1500
FACSIMILE 305.443.8617
E-MAIL: CWF-LAW@SHADOW.NET

October 25, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: M. R. MEDIA, INC.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for the above referenced Corporation along with a check for \$78.75 to cover the cost of filing and a self addressed stamped envelope for the return of the certified copy.

Thank you for your cooperation in this matter.

Sincerely yours,

CARLOS WILLIARD & FLANAGAN, P. A.

A handwritten signature in black ink, appearing to read 'Jeffrey M. Flanagan', with a stylized flourish at the end.

JEFFREY M. FLANAGAN

/lat

Enclosure

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. The name of the corporation is:

M.R. MEDIA, INC.

2. The mailing address for the corporation shall be:

6422 Collins Avenue
Suite 404
Miami Beach, Florida 33141

3. The period of its duration is perpetual.

4. The purpose is to engage in activities or business permitted under the laws of the United States and Florida.

5. The corporation shall have authority to issue 5,000 shares, all of one class, \$1.00 par value.

6. The name and address of its initial registered agent is Jeffrey M. Flanagan, 999 Ponce de Leon Boulevard, Suite 1000, Coral Gables, Florida 33134.

7. The number of directors constituting its initial board of directors is one, whose name and address is:

NAME

Michelle Ruiz

ADDRESS

6422 Collins Avenue
Suite 404
Miami Beach, Florida 33141

8. The name and address of the Incorporator is:

NAME

Jeffrey M. Flanagan

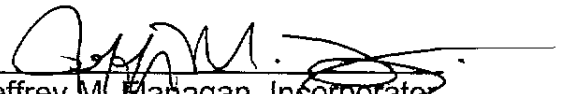
ADDRESS

999 Ponce de Leon Boulevard
Suite 1000
Coral Gables, Florida 33134

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CLERK OF DISTRICT COURT
MIAMI BEACH, FLORIDA

9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

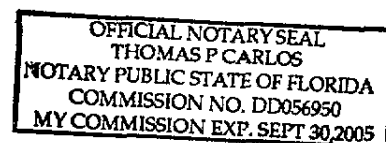
DATED this 24th day of October, 2002.


Jeffrey M. Flanagan, Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged by me this 24th day of October, 2002, by Jeffrey M. Flanagan, who is personally known to me and who did take an oath.


NOTARY PUBLIC
My Commission Expires:

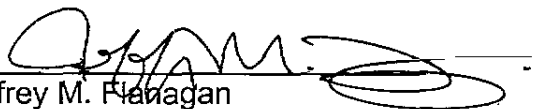


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that M.R. Media, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 6422 Collins Avenue, Suite 404, Miami Beach, Florida 33141, has named Jeffrey M. Flanagan with an address of 999 Ponce de Leon Boulevard, Suite 1000, Coral Gables, Florida 33134, as its agent to accept service of process within this State.

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


Jeffrey M. Flanagan

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02 OCT 28 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA