

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

ARENA ADVERTISING, INC.

| | |
|-----------------------|---------|
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ARTICLES OF INCORPORATION
FOR

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARENA ADVERTISING, INC.

ARTICLE I

The name of the corporation is: ARENA ADVERTISING, INC. The mailing address of the corporation is: 3370 Hidden Bay Drive #2810, Aventura, Florida 33180.

ARTICLE II

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the United States of America and of the State of Florida. Additionally, this corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which this corporation is authorized to issue and have outstanding at any time is 100,000 common shares. Such 100,000 common shares shall consist of one class only having a par value of \$.01 per share.

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Articles of Incorporation

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ARTICLE V

The street address of the initial registered office of the corporation is 9700 South Dixie Highway #670, Miami, Florida 33156. The name of the corporation's initial registered agent at said address is David S. Kaufman.

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be one (1). The name and street address of the initial member of the Board of Directors is:

Gerald Alpern
3370 Hidden Bay Drive #2810
Aventura, Florida 33180

The number of Directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

ARTICLE VII

The name and street address of the incorporator is:

David S. Kaufman
9700 South Dixie Highway #670
Miami, Florida 33156

ARTICLE VIII

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any other corporation, firm, association or entity in which one or more of its directors, officers and/or shareholders are directors, officers, shareholders or are financially

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Articles of IncorporationSECRETARY OF STATE
TALLAHASSEE, FLORIDA

interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

a. The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

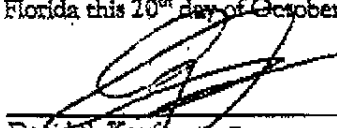
b. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c. The contract or transaction is fair and reasonable as the corporation at the time it is authorized by the board, a committee thereof or the shareholders.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Incorporation to be executed at Miami-Dade County, Florida this 20th day of October, 2003.


David S. Kaufman I accept responsibilities as the
Incorporator and Registered Agent Registered agent.

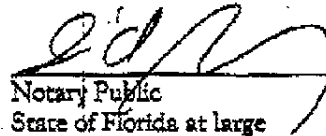
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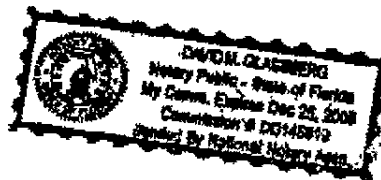
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STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation were sworn and subscribed before me by David S. Kaufman, Incorporator and ~~Resident~~ Agent, based upon personal knowledge, this 20th day of October, 2003. *Notary*


Notary Public
State of Florida at large

My Commission Expires:



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