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FLORIDA PROFIT CORPORATION OR P.A.

PREMIER MEDIA OF MIAMI INC.

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12-22-03

**ARTICLES OF INCORPORATION
OF
PREMIER MEDIA OF MIAMI INC.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Premier Media Of Miami Inc. Its principal office address and business mailing address is 19589 NE 10 Avenue, North Miami, Florida 33179.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

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

The street address of the initial registered office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be Daryl L. Jones, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time,

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with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and address of the director constituting the initial Board of Directors is:

Name**Address**

Eric Nadel

19589 NE 10 Avenue
North Miami, Florida 33179

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name**Address**

Daryl L. Jones

15820 SW 98 Court
Miami, Florida 33157

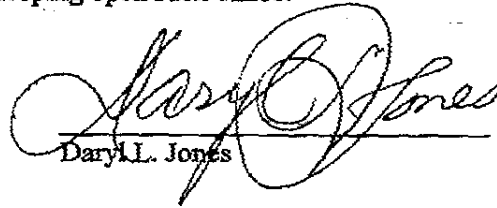
Dated: December 17, 2003


Daryl L. Jones, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Premier Media Of Miami Inc., at the place designated in the Articles of Incorporation, Daryl L. Jones agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: December 17, 2003


Daryl L. Jones

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