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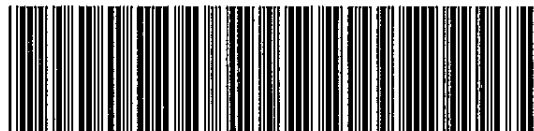
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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4 Design Media

- 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 _____

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

SW 4/30

**ARTICLES OF INCORPORATION
OF
4DESIGN MEDIA INC.**

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2004 APR 30 P 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: 4DESIGN MEDIA, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the State of Florida and of the United States of America. In addition, the purpose of this Corporation is to create web and graphic design services in conjunction with other related services including, but not limited to, Interactive Design, Web Design, Graphic Design, 3D Graphics, Motion Graphics, Broadcast Video, Post Production, Animation, Multimedia Authoring, Corporate Identity, Web Development, Application Design, Audio Production, Streaming Media, CD-ROM Development, DVD Authoring.

ARTICLE IV

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock to have outstanding is 500 shares of Common Stock of a par value of One (\$1.00) Dollar per share. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

The principal and mailing address of the corporation in the State of Florida is: 8338 West Flagler Street, Unit #208, Miami, Florida 33174.

The name of the initial registered agent of this corporation is:
AUDEL ALVAREZ 8338 West Flagler Street, Unit #208, Miami, Florida 33174

ARTICLE VI

INITIAL BOARD OF DIRECTOR(S)

The corporation shall have two (2) director(s) initially. The number of director(s) may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The name and street address of the initial director(s) of this corporation are: MICHAEL ARAICA, to serve as President, 3282 West 70th Street, Unit # 101, Hialeah, Florida 33015, and AUDEL ALVAREZ, to serve as Vice President, 8338 West Flagler Street, Unit#208, Miami, Florida 33174.

ARTICLE VII

INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation are: MICHAEL ARAICA, to serve as President, 3282 West 70th Street, Unit 101,

Hialeah, Florida 33015, and AUDEL ALVAREZ, to serve as Vice President, 8338 West Flagler Street, Unit #208, Miami, Florida 33174.

ARTICLE VIII BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X AMENDMENT

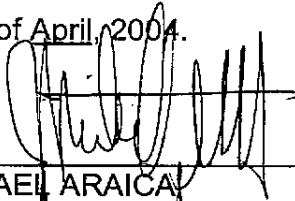
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

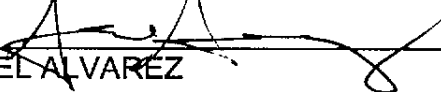
ARTICLE XI BUY-OUT PROVISION

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine

the book value of said corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter.

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation this 28 day of April, 2004.



MICHAEL ARAICA


AUDEL ALVAREZ

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments personally appeared MICHAEL ARAICA, and AUDEL ALVAREZ, to me known to be the person(s) described as Subscriber(s) in, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 28 day of April, 2004.



NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



Jeanette Aleu-Fleitas
My Commission DD289091
Expires January 28, 2005

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND 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, **4DESIGN 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 the City of Miami, County of Miami-Dade, State of Florida, has designated AUDEL ALVAREZ, 8338 West Flagler Street, Unit # 208, Miami, Florida 33174, 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.

Dated this 28 day of April, 2004

BY:


AUDEL ALVAREZ
Registered Agent

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2004 APR 30 P 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA