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To:

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Fax Number : (850)205-0381

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Account Number : 072450003255
Phone : (305)634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

cdv media, inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

CDV MEDIA, INC.

ARTICLE I - NAME

The name of this Corporation is CDV Media, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on July 8, 2004.

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 One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPLE OFFICE

The street address of the initial registered office of this Corporation is 37 N.E. 26th Street, Fort Lauderdale, Florida 33305 and the name of the initial registered agent of this Corporation at that address is Robert J. Bundschu. The street address of the principle office is 37 N.E. 26th Street, Fort Lauderdale, Florida 33305.

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TALLAHASSEE, FLORIDA

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never have less than one (1). The name and address of the initial Director of this Corporation is:

Robert J. Bundschu
37 N.E. 26th Street
Fort Lauderdale, Florida 33305

ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the person(s) signing these Articles is (are):

Robert J. Bundschu
37 N.E. 26th Street
Fort Lauderdale, Florida 33305

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

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

ARTICLE XII - INDEMNIFICATION

The 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 have executed these Article of Incorporation on this 8th day of July, 2004.



STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 3th day of July, 2004, by Robert J. Bundschu who is personally known to me or who has produced a driver's license as identification and who did take an oath.

sign Ruth Jones

print Ruth Jones

State of Florida at Large
My Commission Expires:



TOTAL P.05

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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 of the Florida Statutes, the following is submitted in compliance with said Act:

First: CDV Media, Inc. desiring to be organized under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Fort Lauderdale, County of Broward, State of Florida, has named Robert J. Bundschu, whose business office is located at 37 N.E. 26th Street, Fort Lauderdale, Florida 33305 as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the 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.



SECRETARY OF STATE
FALL ARIZONA FIDELITY

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