

Florida Department of State
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To: Division of Corporations
Fax Number : (850) 203-0381

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 OCT 14 A 11:47

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FLORIDA PROFIT CORPORATION OR P.A.**TF MEDIA INC.**

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ARTICLES OF INCORPORATION
OF
TF MEDIA INC.

The undersigned hereby agree(s) to organize a corporation under the laws of the State of Florida, with the following Articles of Incorporation.

ARTICLE I
NAME

The corporate name shall be:

TF MEDIA INC.

ARTICLE II
EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The corporate purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon corporations.

ARTICLE IV
AUTHORIZED CAPITAL STOCK

The amount of capital stock authorized is seven million (7,000,000) shares with no par value.

THIS DOCUMENT WAS PREPARED BY:
STRATTON & FEINSTEIN, P.A.
DOUGLAS D. STRATTON, ESQ.,
Florida Bar No. 240966
407 Lincoln Road, Suite 2A
Miami Beach, Florida 33139
(305) 672-7772

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TALLAHASSEE, FLORIDA

ARTICLE V
PRINCIPAL OFFICE

The post office address of the principal office of the corporation is: 250 Fan Palm Road
Boca Raton 33432, or at any other location that the Board of Directors chooses to designate.

ARTICLE VI
INITIAL REGISTERED AGENT

The initial Registered Agent of the corporation is:

DOUGLAS D. STRATTON, ESQ., and the street address of the registered office is:
407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not
fewer than one (1) person, the exact number to be determined from time to time in accordance
with the by-laws. The name(s) and address(es) of the first Board of Directors who shall serve until
the first annual meeting of the shareholders or until their successors are elected and qualified shall
be:

NAMES

ADDRESSES

Tony Frost

250 Fan Palm Road
Boca Raton 33432

Joseph Messina

444 Madison Avenue, 29th Floor
New York City, NY 10022

Richard Iamunno

1010 Grand Court
Highland Beach, FL 33487

ARTICLE VIII
POWERS OF DIRECTOR(S)

The Director(s) shall exercise all powers conferred by law.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any and all of its directors or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their corporate capacity.

ARTICLE X
AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes.

ARTICLE XI
INCORPORATOR

The name(s) and address(es) of the Incorporator(s) of the corporation is/are as follows:

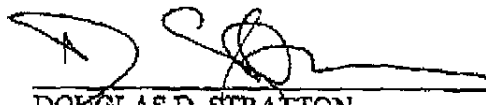
NAMES

ADDRESSES

Douglas D. Stratton

407 Lincoln Road, Suite 2A
Miami Beach, Florida 33139

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the corporation, has executed these Articles of Incorporation this 8 day of Oct, 2004.



DOUGLAS D. STRATTON
Incorporator

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

BEFORE ME, the undersigned authority, personally appeared DOUGLAS D. STRATTON to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforementioned this 8 day of October, 2004.

NOTARY PUBLIC

State of Florida

Print, type of stamp Commissioned

Name of Notary Public

Personally known ✓ or produced Identification _____ Type of Identification Produced _____

My Commission Expires: _____



Bonnie J. Padulsky
My Commission DD238718
Expires November 13, 2007

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions in Chapter 48.091, Florida Statutes, relative to keeping open said office.

DOUGLAS D. STRATTON
REGISTERED AGENT
Florida Bar No. 240966