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To:

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

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

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FLORIDA PROFIT CORPORATION OR P.A.

PDS Media Inc.

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
PDS Media Inc.

Article II. Address

The Corporation's mailing address is:
PDS Media Inc.
801 Maplewood Drive, Suite 18 South
Jupiter FL 33458

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
James Lysaght
801 Maplewood Drive, Suite 18 South
Jupiter FL 33458

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
James Lysaght

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Deborah Martz Lysaght | FL Bar Member
Lysaght & Lysaght, P.A.
801 Maplewood Drive, Suite 18 South
Jupiter FL 33458
561-744-4588

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator


The name and address of the incorporator is:

Deborah Martz Lysaght
801 Maplewood Drive, Suite 18 South
Jupiter FL 33458

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 28, 2005.

The undersigned incorporator executed these Articles of Incorporation on January 28, 2005.



DEBORAH MARTZ LYSAGHT
by E.S. Davila as attorney-in-fact

Deborah Martz Lysaght | FL Bar Member
Lysaght & Lysaght, P.A.
801 Maplewood Drive, Suite 18 South
Jupiter FL 33458
561-744-4588

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**


CORPORATION:

PDS Media Inc.

REGISTERED AGENT/OFFICE:

James Lysaght
801 Maplewood Drive, Suite 18 South
Jupiter FL 33458

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


JAMES LYSAGHT
by E.S. Davila as attorney-in-fact

Date: January 28, 2005

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