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2005 FEB 11 P 14:01

R-21-05

**E-Media Business Group USA, Inc.
125 N. Dixie Highway
Hallandale, FL 33009**

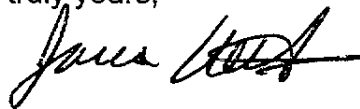
February 8, 2005

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed please find the Articles of Incorporation for E-Media Business Group USA, Inc. and a check in the amount of \$122.50 to cover the filing of these articles.

Very truly yours,

A handwritten signature in black ink, appearing to read "James S. White", written over a horizontal line.

James S. White

**ARTICLES OF INCORPORATION
OF
E-Media Business Group USA, Inc.**

The undersigned, acting as incorporator of E-Media Business Group USA, Inc. under the Florida Business Corporation Act, adopts the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation is:

E-Media Business Group USA, Inc.

ARTICLE II - ADDRESS

The mailing address of the corporation is:

125 N. Dixie Highway
Hallandale, FL 33009

ARTICLE III - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these articles of incorporation.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 125 N. Dixie Highway, Hallandale, FL 33009 and the name of the corporation's initial registered agent at that address is James S. White.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may either be increased or diminished from time to time as provided in the bylaws, but never be less than one. The name and address of the initial director are:

NAME

James S. White

ADDRESS

125 N. Dixie Highway
Hallandale, FL 33009

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator are:

NAME

James S. White

ADDRESS

125 N. Dixie Highway
Hallandale, FL 33009

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders which specifically provides that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these articles of incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these articles of incorporation this 8 day of FEBRUARY, 2005.

E-Media Business Group USA, Inc.



James S. White
Incorporator

