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

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
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2005 SEP 19 P 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

blue chip media, inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
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D. WHITE SEP 20 2005

41050000221805
ARTICLES OF INCORPORATION

OF

BLUE CHIP MEDIA, INC.

ARTICLE I

The name of the Corporation shall be:

BLUE CHIP MEDIA, INC.

The principal place of business of this Corporation shall be:

114 Dockside Circle, Weston, Florida 33327

ARTICLE II

This Corporation shall exist in perpetuity.

ARTICLE III

The purpose of the Corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a par value of One Dollar (\$1.00) per share which shall be designated as common shares.

ARTICLE V

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, each share having one (1) vote. Nothing in these Articles shall be construed to allow for cumulative voting of said shares.

ARTICLE VI

The name and street address of the Initial Registered Agent of the Corporation shall be as follows:

**ROSS ROSENBERG, ESQ.
9100 S. Dadeland Boulevard, Suite 910
Miami, Florida 33156**

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TALLAHASSEE, FLORIDA

ARTICLE VII

The Corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the Corporation) by reason of the fact that they are or were a director, officer, employee or agent of the Corporation to the full extent permitted by Florida Statute §607.0850.

ARTICLE VIII

This Corporation shall have one (1) director, initially. The number of directors may either be increased or decreased, from time to time, by the By-Laws, adopted by the Corporation. The name and street address of the initial member of the Board of Directors is:

PAUL PEMBERTON
114 Dockside Circle
Weston, Florida 33327

ARTICLE IX

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

ARTICLE X

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

ARTICLE XI

The name and address of the initial officers of the Corporation who shall hold office for the first year of the Corporation or until their successors are elected or appointed are:

PAUL PEMBERTON President, Secretary, Treasurer
114 Dockside Circle
Weston, Florida 33327

ARTICLE XII

The name and street address of the incorporator to these Articles of Incorporation is:

PAUL PEMBERTON
114 Dockside Circle
Weston, Florida 33327

ARTICLE XIII

The stock of this Corporation is intended to qualify under the requirements of §1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XIV

The existence of the Corporation shall begin on the date of execution of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this

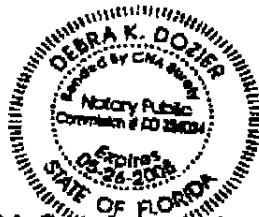
16th day of SEPT, 2005.



PAUL PEMBERTON

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

SWORN TO AND SUBSCRIBED before me this 16th day of September, 2005, by PAUL PEMBERTON, who is personally known to me or produced Florida Driver's License as identification and who did take an oath.



My Commission Expires: 5-26-08

Debra K. Dozier
NOTARY PUBLIC, State of Florida
Debbie Dozier
(Print or type name of Notary)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

2005 SEP 19 P 12:07

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is:

BLUE CHIP MEDIA, INC.

2. The name and address of the Registered Agent and office is:

ROSS ROSENBERG, ESQ.
9100 S. Dadeland Boulevard, Suite 910
Miami, Florida 33156

BLUE CHIP MEDIA, INC.

By: 
PAUL PEMBERTON, President

Dated: 9/16/2005

ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

By: 
ROSS ROSENBERG, ESQ.

Dated: 9/16/2005

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