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Company SAMUEL BORDA ATTY

Address 801 NE 167TH ST STE 308

NORTH MIAMI State FL ZIP 33162

Internal Billing Reference

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(Business Entity Name)

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WOS-56178

B. McKnight DEC 28 2005



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 22, 2005

SAMUEL SOROTA
801 NE 167TH ST STE 308
NORTH MIAMI, FL 33162

SUBJECT: SOROTA MEDIA GROUP, INC.
Ref. Number: W05000056178

We have received your document for SOROTA MEDIA GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 605A00073249

ARTICLES OF INCORPORATION

OF

SOROTA MEDIA GROUP, INC.

ARTICLE I.

The name of the Corporation is: **SOROTA MEDIA GROUP, INC.**

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 7500 shares at \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the assets of the Corporation shall be payable to and distributed ratable among the holders of record of the Common Shares.

SECTION II.

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.

The street address of the initial principal office of this Corporation is:

10250 Collins Avenue, Suite 304
Bal Harbour, Florida 33154

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and the name of the initial registered agent of this Corporation and his address is:

Samuel S. Sorota, Esq.
801 N.E. 167th Street, Suite 308
North Miami Beach, FL 33162

ARTICLE VII.

This corporation shall have **ONE** Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VIII.

The name and address of the entity signing these Articles of Incorporation is:

Samuel S. Sorota, Esq.
801 NE 167 Street - Suite 308
North Miami Beach, FL 33162

ARTICLE IX.

AMENDMENT

This corporation reserves the right and power to amend, adopt, alter, or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.

Special meetings of shareholders may be called by any shareholder owning at least Fifty (50%) percent of the shares entitled to vote.

ARTICLE XI.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII.

At each such election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII

PURPOSE

To carry on and conduct in all its branches and departments, as principal or agent, for general purposes, all business incidental or in any way connected therewith.

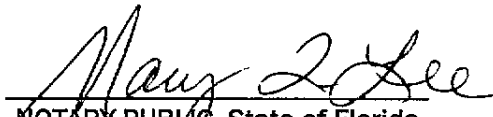
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 23rd day of December, 2005.


SAMUEL S. SOROTA

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared SAMUEL S. SOROTA personally known to me, who did take an oath and that he executed the foregoing ARTICLES OF INCORPORATION for the purposes expressed therein.

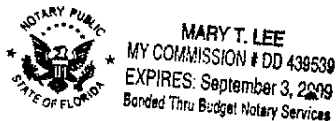
personally known to me

ACKNOWLEDGED BEFORE ME AND IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 23rd day of December, 2005.


NOTARY PUBLIC, State of Florida

MARY T. LEE

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

First, that SOROTA MEDIA GROUP, INC., is desiring to organize under the laws of the state of Florida,
with its principal place of business at:

10250 Collins Ave., Suite 304, Bal Harbour, Florida 33154.

Second, Samuel S. Sorota, Esq.
801 N.E. 167TH Street, Suite 308
North Miami Beach, Florida 33162

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AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

BY: *Samuel S. Sorota*
SAMUEL S. SOROTA

Having been named to accept service of process for the above stated corporation, at the place
designated in this certificate, i hereby agree to act in this capacity, and i further agree to comply with the
provisions of all statutes relative to the proper and complete performance of my duties.

Samuel S. Sorota
SAMUEL S. SOROTA

*personally known
to me*

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

SWORN TO AND SUBSCRIBED before me, this ND 23 day of December, 2005.

Mary T. Lee
NOTARY PUBLIC, State of Florida

MARY T. LEE

My Commission Expires:



MARY T. LEE
MY COMMISSION # DD 439539
EXPIRES: September 3, 2009
Bonded Thru Budget Notary Services