

007-15 2012 MON 04 07 PM FRESE HANSEN

FAX NO 321 9 41

P. 01

Division of Corporations

of 1

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
ONE-POWER MEDIA CORPORATION**

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

12 OCT 15 AM 11:42

*10/16/12*

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**ARTICLES OF INCORPORATION  
OF  
ONE-POWER MEDIA CORPORATION**

12 OCT 15 AM 11:42  
STATE OF FLORIDA  
TALLAHASSEE

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this Corporation is One-Power Media Corporation.

**ARTICLE II**

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

**ARTICLE III**

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States.

**ARTICLE IV**

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series or in less than whole shares.

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**ARTICLE V**

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

**ARTICLE VI**

The initial street and mailing address of the principal place of business of the Corporation is 12911 Kentfield Lane, Fort Myers, Florida 33913. The initial address in Florida of the initial registered office of this Corporation is 2200 Front Street, Suite 301, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is J. Patrick Anderson.

**ARTICLE VII**

The initial Board of Directors shall consist of four (4) Directors initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The names and addresses of the persons who shall serve as Directors until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

Vincenzo DiCristofaro  
12911 Kentfield Lane  
Fort Myers, Florida 33913

Michael Paletta  
99 Bronte Road, Suite 140  
Oakville, Ontario L6L 3B7

Otha Solomon Proctor  
5353 Rhett Street  
Las Vegas, Nevada 89130

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ALLIANCE OF FLORIDA

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James Kevin Smith  
4045 Dickinson Place  
Land O' Lakes, Florida 34639

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**ARTICLE VIII**

The Directors of this Corporation shall adopt Bylaws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

**ARTICLE IX**

The name and address of the initial incorporator is as follows: J. Patrick Anderson, 2200 Front Street, Suite 301, Melbourne, Florida 32901.

**ARTICLE X**

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 15th day of October, 2012.

  
\_\_\_\_\_  
J. Patrick Anderson

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
J. Patrick Anderson  
Registered Agent