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JAN 03 '95 03:03PM RUBIN BAUM LEVIN

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1/03/95

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN &

DEPARTMENT OF STATE

200 S BISCAYNE BLVD

STATE OF FLORIDA

2500 SE FINANCIAL CENTER

409 EAST GAINES STREET

MIAMI FL 33131-2336301-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: APPLIED NEW MEDIA, INC.

FAX AUDIT NUMBER: H95000000034

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/03/1995

TIME REQUESTED: 14:34:33

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M. BRIM JAN 3 1995

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95 JAN -3 PM 3:39

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**ARTICLES OF INCORPORATION
OF
APPLIED NEW MEDIA, INC.**

ARTICLE I - NAME

The name of this corporation is Applied New Media, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is:

1172 South Dixie Highway
Suite 501
Coral Gables, Florida 33146

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1172 South Dixie Highway
Suite 501
Coral Gables, Florida 33146

and the name and address of the initial registered agent of this corporation is:

Name

Jonathan L. Blum

Address

1172 South Dixie Highway, Suite 501
Coral Gables, Florida 33146

Prepared By:
Richard M. Goldstein, Esq.
Florida Bar No. 389617
Rubin Baum Levin Constant Friedman & Buzin
2600 First Union Financial Center
Miami, Florida 33131-2336
Telephone: (305) 374-7580

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ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of this corporation, but shall never be less than one.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

Jonathan L. Blum

1172 South Dixie Highway, Suite 501
Coral Gables, Florida 33146

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

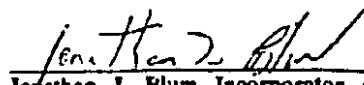
ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, of this corporation to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment of registered agent therein this 3 day of January, 1995.


Jonathan L. Blum, Incorporator and Registered Agent

JAN 83 '95 03:05PM RUBIN BLUM LEVIN
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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared JONATHAN L. BLUM, known to me and by me to be the person who executed the foregoing Articles of Incorporation as incorporator thereof and in acceptance of his appointment of registered agent therein, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 3rd day of January, 1995.

Signature: *[Signature]*

Print Name: Michelle Haskelson

NOTARY PUBLIC, State of Florida

Serial No. (none, if blank): _____

My Commission Expires:

[NOTARIAL SEAL]

