

*William L. Nelson*

3308 LINCOLN WAY,  
HOLLYWOOD, FL 33020  
(305) 438 3908

January 5, 1995

Division of Corporation  
Secretary of State of Florida  
P.O. Box 6127  
Tallahassee, FL 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
32314-0001  
\*\*\*\*\*125.50 \*\*\*\*\*125.50

Gentlemen:

I am enclosing a check in the amount of \$125.50 to cover the cost of  
filing, plus a certified copy of the Articles of Incorporation of:

MEDIA DYNAMICS, INC.

Thank you for your assistance.

Sincerely,

*William L. Nelson*  
William L. Nelson

WLN/hs

Encl. - check #493

FILED  
95 JAN -9 AM 9 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JAN 10 1995

FILED  
95 JAN -9 AM 9 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MEDIA DYNAMICS, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract, and executes the same for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I. CORPORATE NAME.**

The name of this corporation is:  
MEDIA DYNAMICS, INC.

**ARTICLE II. NATURE OF BUSINESS AND POWERS.**

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of the business of designing, selling and placing of commercial advertisements and promotional matter in the various forms of communications media.

In addition to all the other powers given to corporations by law, this corporation shall have the following powers:

(a) to manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct business as a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition;

(b) to conduct business in, have one or more office in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries;

(c) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

(d) to purchase or otherwise acquire the corporate assets of any other corporation and engage in the same or any other character of business;

(e) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock;

(f) in general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers and rights conferred by the laws of the State of Florida upon corporations of this kind, and to do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects or powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation; and to do any and all things hereinabove set forth, to the same extent as any natural person might or could do.

#### ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is five thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

**ARTICLE IV. INITIAL CAPITAL.**

This corporation will begin business with at least Five Hundred Dollars (\$500.00) as paid in capital.

**ARTICLE V. TERM OF EXISTENCE.**

This corporation shall have perpetual existence.

**ARTICLE VI. PRINCIPAL OFFICE IN FLORIDA.**

The initial street address of the principal office of this corporation in the State of Florida shall be:

3368 Lincoln Way  
Hollywood, FL 33026

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

**ARTICLE VII. BOARD OF DIRECTORS.**

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS.

The name of the first Board of Directors is:

1. WILLIAM L. NELSON

The street address of the above member of the first Board of Directors is:

3368 Lincoln Way  
Hollywood, FL 33026

All of the persons named as Directors are of full age. Directors need not be stockholders.

The person named as initial Director shall hold office for the first year of existence of the corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. SUBSCRIBERS.

The name of the person signing these Articles of Incorporation as a subscriber, the number of shares he agrees to take and the value of the consideration therefor are:

<u>NAME</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
WILLIAM NELSON	500	\$500.00

The street address of the above subscriber to these Articles of Incorporation is:

3368 Lincoln Way  
Hollywood, FL 33026

**ARTICLE X. CONFLICT OF INTEREST.**

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of any other corporation or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

**ARTICLE XI. AMENDMENT.**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XII. REGISTERED OFFICE AND INITIAL REGISTERED AGENT.**

Pursuant to Fla. Stat. 607.114, MEDIA DYNAMICS, INC., with its registered office at 3368 Lincoln Way, Hollywood, FL 33206, has named its initial registered agent at the above-named address, WILLIAM NELSON.

IN WITNESS WHEREOF, I, as subscriber, have executed the foregoing Articles of Incorporation as of the 5<sup>th</sup> day of January, 1995.

William L. Nelson (SEAL)  
WILLIAM NELSON

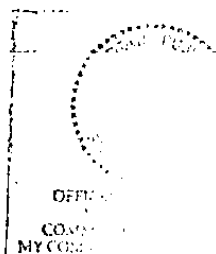
STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned officer, personally appeared WILLIAM NELSON, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged to me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal at MIAMI, DADE, Florida, this 5<sup>th</sup> day of January, 1995.

Maria R. Ramos  
NOTARY PUBLIC, State of Florida at Large

My Commission expires:





95 JAN -9 AM 9:27  
FILED  
SECRETARY  
TALLAHASSEE, FLORIDA

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 MEDIA DYNAMICS, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at the city of Hollywood, State of Florida, has named WILLIAM NELSON, located at 3368 Lincoln Way, Hollywood, FL 33026, as its agent to accept service of process within Florida.

*William Nelson*

WILLIAM NELSON

TITLE *SECRETARY / DIRECTOR*

DATE *1/5/95*

Having been named to accept service of process for the above stated coporation, 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.

*William Nelson*  
WILLIAM NELSON- Registered Agent

DATE *1/5/95*