

P95000008/98
Innovative Media Group, Inc.

1742 NE 28th Drive Ft. Lauderdale FL 33334
Phone: 305-566-2010 • Fax: 305-566-7010

January 24, 1994

Domestic Charter Filing Section
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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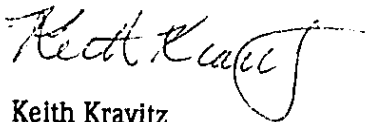
To Whom It May Concern,

I have enclosed the articles of incorporation for Innovative Media Group Inc. for you to process as soon as possible. I have also enclosed a check for \$122.50 (\$70 to be applied for filing and \$52.50 for certification). If you should have any questions please contact me at 305-566-2010.

Please send certification to: Keith Kravitz
1742 NE 28th Drive
Ft. Lauderdale, FL 33334

Thank you for your attention to this matter.

Sincerely,


Keith Kravitz

FILED
1995 JAN 26 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

dB 2/1/95

**ARTICLES OF INCORPORATION
OF
INNOVATIVE MEDIA GROUP, INC.**

FILED
1995 JAN 26 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Innovative Media Group, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of (\$1.00) par value stock

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Keith M. Kravitz, at 1742 NE 28th Drive, Wilton Manors, Florida 33334, and the street address of the initial principal office of this corporation is 1742 NE 28th Drive, Wilton Manors, Florida 33334

ARTICLE VII - BOARD OF DIRECTORS

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. The name and address of the initial Director of this corporation is:

Keith M. Kravitz, 1742 N.E. 28th Drive, Wilton Manors, Florida 33334

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:
Keith M. Kravitz, 1742 N.E. 28th Drive, Wilton Manors, Florida 33334

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former Officer or Director to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

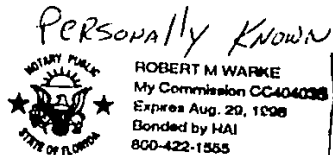
IN WITNESS WHEREOF, the undersigned incorporator has executed this Articles of Incorporation on January 23rd, 1995.

Keith Kravitz

STATE OF Florida
COUNTY OF Broward

BEFORE ME personally appeared Keith M. Kravitz, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 23rd day of JANUARY, 1995.



Robert M. Warke
NOTARY PUBLIC

My commission Expires:

(Seal)

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

FILED
1995 JAN 26 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST THAT INNOVATIVE MEDIA GROUP, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF Florida, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT THE CITY OF FORT LAUDERDALE STATE OF Florida, HAS NAMED
KEITH M. KRAVITZ, AT 1742 N.E. 28th DRIVE, WILTON MANORS, Florida 33334, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE: Keith Kravitz

TITLE: DIRECTOR

DATE: January 23rd, 1995

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 ACCEPT TO COMPLY WITH THE
PROVISIONS OF ALL THE STATUTES RELATIVE TO THE PROPER AND COMPLETE PER-
FORMANCE OF MY DUTIES.

Keith Kravitz
KEITH M. KRAVITZ
REGISTERED AGENT

DATE: