

GERALD WEINBERG, P.C.  
Attorneys at Law  
90 State Street  
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Gerald Weinberg  
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P95000011279

JANUARY 26, 1995

FILED  
1995 FEB - 9 PM 4: 15  
STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

600001392056  
-01/27/95--01122--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: MEDIA PRO OF FLORIDA, INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

*Lawrence A. Kirsch*

Lawrence A. Kirsch

*502  
SDB 2/09/95  
#05-2323  
P95-11279*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 1, 1995

LAWRENCE A. KIRSCH  
GERALD WEINBERG, P.C.  
90 STATE STREET  
ALBANY, NY 12207

SUBJECT: MEDIA PRO OF FLORIDA, INC.  
Ref. Number: W95000002323

We have received your document for MEDIA PRO OF FLORIDA, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6929.

Brendolyn Bruton  
Corporate Specialist

Letter Number: 295A00004291

**GERALD WEINBERG, P.C.**

*Attorneys at Law*  
80 State Street  
Albany, New York 12207

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Facsimile (518) 463-0079

FEBRUARY 8, 1995

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: J.P. MEDIA, INC..

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

*Lawrence A. Kirsch*

Lawrence A. Kirsch

ARTICLES OF INCORPORATION  
OF  
J.P. MEDIA, INC..

Filed by:

Stephen Neuman, Esq.  
155 South Washington Avenue  
Bergenfield, New Jersey 07621

ARTICLES OF INCORPORATION

J.P. MEDIA, INC..

FILED  
1995 FEB 29 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is J.P. MEDIA, INC..

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Jennifer Palo  
3655 NE 32nd Avenue, #119  
Fort Lauderdale, Florida 33308

ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

3655 NE 32nd Avenue, #119  
Fort Lauderdale, Florida 33308

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

Lawrence A. Kirsch  
90 State Street  
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation this 26th day of January, 1995.

Lawrence A. Kirsch  
LAWRENCE A. KIRSCH

STATE OF NEW YORK)  
COUNTY OF ALBANY ) SS.:

The foregoing instrument was acknowledged and sworn to me before this  
26th day of January, 1995 by the incorporator of J.P. MEDIA, INC..

Wendy J. Henderson  
Notary Public  
My Commission Expires:

WENDY J. HENDERSON  
Notary Public, State of New York  
No. 01HE5031006  
Qualified in Albany County  
Commission Expires July 25, 1996

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the under-  
signed corporation, organized under the laws of the state of Florida, submits the following  
statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: J.P. MEDIA, INC.

2. The name and address of the registered agent and office is:

Jennifer Palo

(Name)

3655 NE 32nd Avenue, #119

(P.O. Box NOI acceptable)

Fort Lauderdale, FL 33308

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above  
stated corporation at the place designated in this certificate, I hereby accept the appointment  
as registered agent and agree to act in this capacity. I further agree to comply with the  
provisions of all statutes relating to the proper and complete performance of my duties, and  
I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

Jennifer Palo

DATE

1-20-95

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR2FD13(6/92)

FILED  
1995 FEB -9 PM 4:16  
TALLAHASSEE, FLORIDA