

PY5000017105



HUGHES SILVERS & GLASSMAN

CERTIFIED PUBLIC ACCOUNTANTS, P.A.

EFFECTIVE DATE

February 22, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
DIVISION OF CORPORATIONS
FEB 23 1998
9:50 AM - 11:10 AM

800001418508
-01/01/98--01062--011
***122.50 ***122.50

Re: HSG Media, Inc.

Dear Sirs:

Enclosed please find an original and duplicate Articles of Incorporation in regard to the above captioned corporation. Please issue said Articles, certify one copy and return to the undersigned.

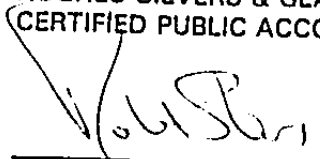
We are enclosing our check payable to your office in the amount of \$122.50 as follows:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
TOTAL	\$ <u>122.50</u>

Thanking you for your courtesy and cooperation in this matter, I am,

Sincerely,

HUGHES SILVERS & GLASSMAN,
CERTIFIED PUBLIC ACCOUNTANTS, P.A.


Robert Henry Silvers
Certified Public Accountant

RHS/ssb

Enclosures

3-2
Kon

EFFECTIVE DATE

2-23-95

ARTICLES OF INCORPORATION
OF

HSG MEDIA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR -1 AM 10:00

The undersigned, Robert Henry Silvern, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I

NAME

The name of this Corporation shall be:

HSG MEDIA, INC.

II

BUSINESS

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description

to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

III

SHARES

The authorized capital stock of this Corporation shall consist of 500 shares of common stock, \$1.00 par value.

IV

EFFECTIVE DATE AND DURATION

This Corporation shall commence its existence on February 23, 1995 and shall exist perpetually thereafter unless sooner dissolved according to law.

V

PRINCIPAL OFFICE AND MAILING ADDRESS AND REGISTERED AGENT

The street address and mailing address of the Corporation's initial principal office is: c/o Hughes Silvers & Glassman 1140 Kane Concourse Fifth Floor Bay Harbor Islands, FL 33154. The initial registered agent for the Corporation is Robert Henry Silvers, located c/o Hughes Silvers & Glassman 1140 Kane Concourse Fifth Floor Bay Harbor Islands, FL 33154. The registered office of this Corporation is: c/o Hughes Silvers & Glassman 1140 Kane Concourse Fifth Floor Bay Harbor Islands, FL 33154.

VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

VII

FIRST BOARD

The following shall constitute the first Board of Directors of the Corporation:

Robert Henry Silvers	c/o Hughes Silvers & Glassman 1140 Kane Concourse Fifth Floor Bay Harbor Islands, FL 33154
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VIII

INCORPORATOR

The name and address of the initial incorporator of the Corporation is as follows:

Robert Henry Silvers	c/o Hughes Silvers & Glassman 1140 Kane Concourse Fifth Floor Bay Harbor Islands, FL 33154
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IX

GENERAL PROVISIONS

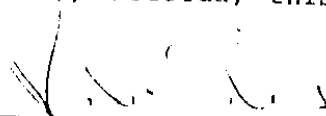
(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital Stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

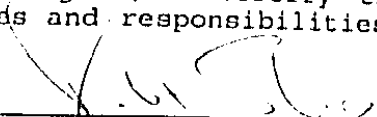
(d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Bay Harbor Islands, Florida, this 23 day of February, 1995.



Incorporator

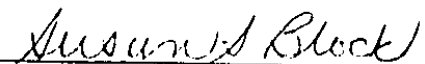
Having been named Registered Agent, I certify that I am familiar with and accept the duties and responsibilities of that position.



Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 23 day of February, 1995.



NOTARY PUBLIC, State of Florida
My Commission Expires:



SUSAN S. BLOCK
COMMISSION # CG 356420
EXPIRES MAR 27, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

P950000/7/05

RHS

ROBERT HENRY SILVERS
CERTIFIED PUBLIC ACCOUNTANT, P.A.

March 21, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002122228--8
-03/24/97-01163--007
*****35.00 *****35.00

Re: HSG Media, Inc.

Sir/Madam:

Enclosed please find Articles of Dissolution EFFECTIVE December 31, 1996 for the above noted profit corporation.

We are enclosing our check payable to your office in the amount of \$35.00 for Filing Fees. Please send us an acknowledgement letter.

Thanking you for your cooperation.

Sincerely,

ROBERT HENRY SILVERS, C.P.A., P.A.

Robert Silvers (signature)
Robert Henry Silvers
Certified Public Accountant

RHS/ssb

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 24 AM 8:53

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ALL MAR 2 1997

ARTICLES OF DISSOLUTION

FILED STATE
SECRETARY OF CORPORATIONS
97 MAR 24 AM 8:53

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: HSG MEDIA, INC.

SECOND: The date dissolution was authorized: DECEMBER 31, 1996

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

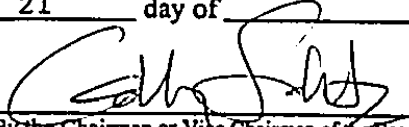
The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 21 day of MARCH, 19 97.

Signature


(By the Chairman or Vice Chairman of the Board, President, or other officer)

ARTHUR SCHLECHT

(Typed or printed name)

DIRECTOR

(Title)