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Document Number Only

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C T CORPORATION SYSTEM

Requestor's Name
1311 Executive Center Dr., Ste. 200

Address
Tallahassee, FL 32301 904-656-8298

City State Zip Phone

CORPORATION(S) NAME

700001448977
-03/30/95--01052--009
*****70.00 *****70.00

SRM Interactive Media Services Inc.

☒ Profit - Articles
☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☒ Certified Copy

☐ Photo Copies

☐ Elect to file Name

☐ CUS

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☐ After 4:30

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☐ Will Wait

☒ Pick Up

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Name
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Document Examiner
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Acknowledgment
W.P. Verifier

3:00

3/30/95

IF ANY PROBLEMS PLEASE CALL

NANCY HENDRICKS MAR 30 1995

CR2E031 (1-89)

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
SRM Interactive Media Services Inc.

FILED
95 MAR 30 11 2 AM
SECRETARY OF STATE
TALLAHASSEE

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 807.0401 IS: SRM Interactive Media Services Inc.

SECOND: THE ADDRESS OF THE PRINCIPAL OFFICE, AND THE MAILING ADDRESS OF THE CORPORATION IS: C/O PEIREZ, ACKERMAN & LEVINE, L.L.P., 175 GREAT NECK ROAD, GREAT NECK, NY 11021.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: TWO HUNDRED (200) COMMON SHARES EACH SHARE HAVING THE PAR VALUE OF ONE CENT (\$.01) OF WHICH ONE HUNDRED (100) SHALL BE VOTING SHARES, WHICH SHALL BE DESIGNATED AS CLASS A COMMON SHARES AND ONE HUNDRED (100) SHALL BE NON-VOTING SHARES, WHICH SHALL BE DESIGNATED AS CLASS B COMMON SHARES.

THE NON-VOTING COMMON STOCK AND THE VOTING COMMON STOCK SHALL BE OF EQUAL RANK AND SHALL ENTITLE THE HOLDERS THEREOF TO THE SAME RIGHTS AND PRIVILEGES, EXCEPT AS HEREINAFTER EXPRESSLY PROVIDED.

THE HOLDERS OF THE NON-VOTING CLASS B COMMON STOCK AND THE VOTING CLASS A COMMON STOCK SHALL BE ENTITLED TO DIVIDENDS, WHEN, AS AND IF DECLARED BY THE BOARD OF DIRECTORS OF THE CORPORATION, PAYABLE AT SUCH TIME OR TIMES AS THE BOARD OF DIRECTORS MAY DETERMINE AND ANY DIVIDEND DECLARED BY THE BOARD OF DIRECTORS SHALL BE DECLARED AND PAID UPON THE OUTSTANDING SHARES OF NON-VOTING CLASS B COMMON STOCK AND VOTING CLASS A COMMON STOCK IN EQUAL AMOUNTS PER SHARE AND WITHOUT PREFERENCE OR PRIORITY OF ONE CLASS OF STOCK OVER THE OTHER.

IN THE EVENT OF ANY LIQUIDATION, DISSOLUTION OR WINDING UP OF THE AFFAIRS OF THE CORPORATION, WHETHER VOLUNTARY OR INVOLUNTARY, ALL ASSETS AND FUNDS OF THE CORPORATION AVAILABLE FOR DISTRIBUTION TO ITS STOCKHOLDERS SHALL BE DISTRIBUTED AND PAID OVER TO THE HOLDERS OF THE NON-VOTING CLASS B COMMON STOCK AND THE VOTING CLASS A COMMON STOCK IN EQUAL AMOUNTS PER SHARE AND WITHOUT PREFERENCE OR PRIORITY OF ONE CLASS OF STOCK OVER THE OTHER.

THE HOLDERS OF THE NON-VOTING CLASS B COMMON STOCK SHALL HAVE NO VOTING POWER, ALL RIGHTS TO VOTE AND ALL VOTING POWER BEING VESTED EXCLUSIVELY IN THE HOLDERS OF THE VOTING CLASS A COMMON STOCK.


FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

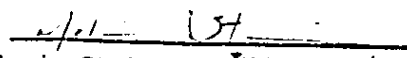
FIFTH: A DIRECTOR OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR EXCEPT FOR LIABILITY (I) FOR ANY BREACH OF THE DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS STOCKHOLDERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED ANY IMPROPER PERSONAL BENEFIT.


SIXTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Tera Fewell 1311 Executive Center Dr., Tallahassee, FL 32301
Melanie Strickland 1311 Executive Center Dr., Tallahassee, FL 32301
Joey Bryan 1311 Executive Center Dr., Tallahassee, FL 32301

THE UNDERSIGNED HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 29TH DAY OF MARCH, 1995.


Tera Fewell , Incorporator


Melanie Strickland Incorporator


Joey Bryan , Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION

DATED March 29, 1995

BY Connie Bryan
**Connie Bryan, Assistant
Secretary**