

TRANSMITTAL LETTER

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*****70.00 *****70.00

FILED
CLERK OF DISTRICT COURT
JAN 27 1964
ST. LOUIS, MO.
157 MAY 27 PM 12:36

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

95 MAR 30 PM 12:36

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Mediamerica Distribution, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Suite 201
12100 N.E. 16th Avenue
North Miami, Fla. 33161

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Dennis R. Israel
Suite 201
12100 N.E. 16th Avenue
North Miami, Fla. 33161

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Dennis R. Israel - President

Robert Brent - Chairman

Suite 201 12100 N.E. 16th Avenue
North Miami, Fla. 33161

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

25th day of March, 1995.


Signature


Signature

Signature

Articles of Incorporation
Filing Fee - \$35

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DECLARATORY OF THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the corporation is: Mediamerica Distribution, Inc.

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

Dennis R. Israel
Suite 201

(Name)

12100 N.E. 16th Avenue

(P.O. Box or Mail Drop Box NOT acceptable)

North Miami, Fla. 33161

(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.

D. R. Israel
(Signature)

3-25-95
(Date)

55 MAR 30 PM 12:36

Dennis R. Israel

P95000026505

TO: Robert Brent

FROM: Dennis R. Israel

RE: Mediamera Distribution, Inc.

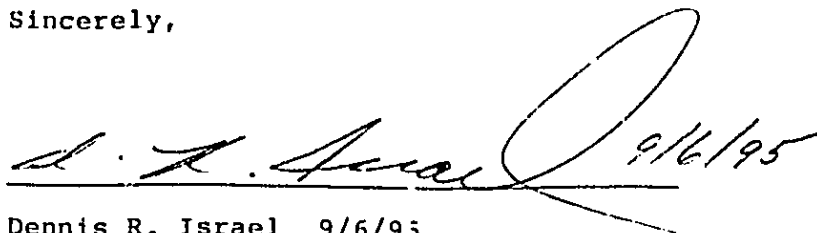
DATE: 9/8/95

300001604733
-10/10/95--01040--013
*****35.00 *****35.00

I resign as President of Mediamera Distribution, Inc.
effective Friday Sept. 8, 1995.

It has been a pleasure being associated with this Company.

Sincerely,

 9/6/95

Dennis R. Israel 9/6/95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -9 AM 9:26

MEDIA **AMERICA**

DISTRIBUTION, INC.
FILM DISTRIBUTION AND FUNDING

Greenwich Studios • 12100 Ivan Tors Blvd.
(16th Ave) • N. Miami, FL 33161

Off Resign

RECEIVED
05 SEP -8 PM 1:01
DIVISION OF STATE
TALLAHASSEE, FLORIDA

OCT 12 1995

Florida Department of State, Sandra B. Mortham, Secretary of State

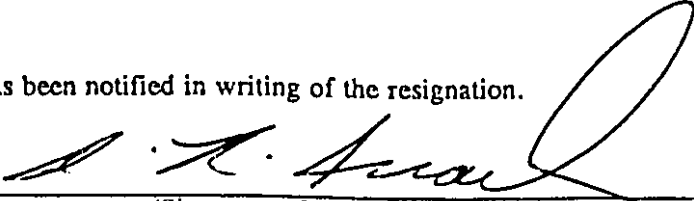
OFFICER / DIRECTOR RESIGNATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -9 AM 9:26

I, DENNIS R Israel, hereby resign as Pres. Dir.
(Title)
of Medice America Distribution Inc.
(Name of Corporation)

a corporation organized under the laws of the State of Fla.

That the corporation has been notified in writing of the resignation.


(Signature of resigning officer/director)

FILING FEE IS \$35.00

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