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4/13/95

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: CORPORATE CREATIONS MIAMI
4437 SHERIDAN AVE

MIAMI BEACH FL 33140-0000G194

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MEDIA ART, INC.

FAX AUDIT NUMBER: H95000004230

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/13/1995

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4-20-95

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Effective Date*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

**Sandra B. Mortherm
Secretary of State**

April 25, 1995

CORPORATE CREATIONS MIAMI

MIAMI BEACH, FL

SUBJECT: MEDIA ART, INC.

REF: W05000008767

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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If you have any questions concerning the filing of your document, please call (904) 497-6934.

Loria Poole
Corporate Specialist

FAK Aud. #: H95000004230
Letter Number: 595A00019402

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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**Articles of Incorporation
of
Media Art, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is Media Art, Inc.

Article II. Address

The mailing address of the Corporation is:

Media Art, Inc.
Bayview Office Building, Suite 428
1040 Bayview Drive
Ft. Lauderdale, FL 33304

EFFECTIVE DATE

4-20-95

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Lawrence D. Winson
Hornby, Sacher, Stanton & Zeiman
1110 Brickell Avenue, Penthouse
Miami, FL 33131

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

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Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

James Noble
Anton Vaine
Lawrence D. Winson

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of April 20, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on April 20, 1995.

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata, Secretary

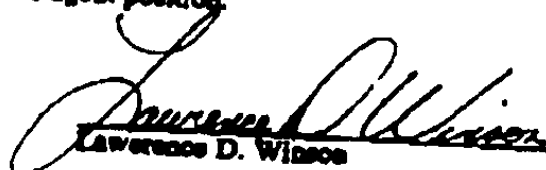
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Miami Beach, FL 33140
(305) 538-9091

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE****CORPORATION:**
Media Art, Inc.**REGISTERED AGENT:**
Lawrence D. Winsor
Hornby, Sacher, Stanton & Zeiman
1110 Brickell Avenue, Penthouse
Miami, FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Lawrence D. Winsor

Date: April 13, 1995

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