

# P95000034129

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS

95 MAY -2 PM 2:33

*DB 5/2/95*

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN Will Pick Up *7-2 1:00*

RE: Digital Media Group, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		
<b>SUBTOTALS</b>		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit Invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

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Articles of Incorporation

Of

Digital Media Group, Inc.

The Undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associate himself to form a Corporation under the Laws of the State of Florida.

ARTICLE I  
NAME

The Name of the Corporation shall be Digital Media Group, Inc.

ARTICLE II  
TERM OF EXISTENCE

The duration of the Corporation is perpetual.

ARTICLE III  
NATURE OF BUSINESS

The general purposes for which the corporation is organized are;

1. To do and perform all matters and things relating and incidental to corporate communications and delivery of technological advancement, including video production.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV  
CAPITAL STOCK

The Aggregate number of Shares which the Corporation is authorized to issue is 1,000,000.

Such Shares shall be of a single class and shall have a par value of One Dollar (\$1.00).

ARTICLE V  
ADDRESS

The Street Address of the initial registered office and the principal address of the Corporation is:

7421 114th. Ave N. Ste. 206

Largo, Florida 34643

ARTICLE VII  
DIRECTORS

The Number of Directors constituting the Initial Board of Directors of the Corporation is three (3),

The name and address of the persons who are to serve as members of the initial Board of Directors are;

Mitchell Kaufman

7421 114th. Ave N. Ste. 206

Largo, Florida 34643

Steve Price

7421 114th. Ave N. Ste. 206

Largo, Florida 34643

Joe Adamski

7421 114th. Ave N. Ste. 206

Largo, Florida 34643

ARTICLE VIII  
INCORPORATORS

The name and address of the Incorporators are;

Mitchell Kaufman

7421 114th. Ave N. Ste. 206

Largo, Florida 34643

ARTICLE IX  
PREEMPTIVE RIGHTS

Each stockholder of the Corporation shall have the right to purchase, subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles Of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

ARTICLE X  
STOCK TRANSFERS  
CORPORATION'S RIGHT OF FIRST REFUSAL

No stock holder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation without first offering such shares for sale to the Corporation at the net asset value thereof. Such offering shall be in writing, signed by the stock holder; shall be sent by Registered or Certified Mail to the Corporation at its principal place of business; and shall remain open for acceptance by the Corporation for a period of 30 days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stock holder shall have the right to dispose of his shares as he may see fit.

On the death of any stock holder, the Corporation shall have the right to purchase all shares owned by such stock holder on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each stock holder.

Each share certificate issued by the Corporation shall have printed or stamped thereon the following legend: "THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

EXECUTED by the undersigned at St. Petersburg, Florida on this 26th Day of April, 1995.

  
Mitchell Kaufman

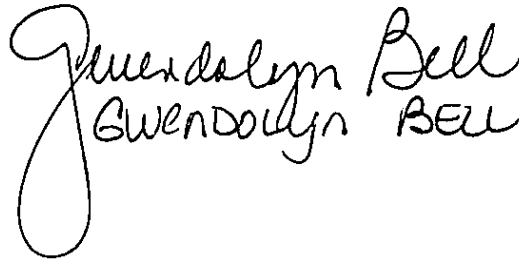
STATE OF FLORIDA  
COUNTY OF PINELLAS

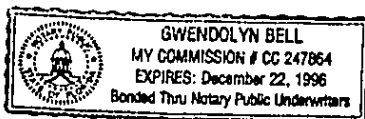
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Mitchell Kaufman, to me well known to be the persons described in and who executed the foregoing instrument, and have acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at St. Petersburg, Florida on this 27th Day of April, 1995.

My Commission Expires:

NOTARY PUBLIC

  
Gwendolyn Bell



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


95 MAY -2 PH 2:33

Pursuant to Chapter 49.091, Florida Statutes, the follow. is submitted in compliance with said Act:

That Digital Media Group, Inc. desiring to organize under the Laws of the State of Florida with it's principal office as indicated in the Articles of Incorporation, at the City of Largo, County of Pinellas, State of Florida, has named Mitchell Kaufman it's agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Registered Agent