

P95000043380

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8570

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

No 51749

RE:

Comprende media  
Group, Inc.

95 JUN - 8 AM 11:10

DIVISION OF INFORMATION

C.C. FEE.

DISBURSED

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 JUN - 5 PM 3:33

<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.		
SUBTOTALS _____		

308091506293  
-06/06/95-01031-005  
\*\*\*122.50 \*\*\*122.50

EFFECTIVE DATE  
5-26-95

AB 6/6/95

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

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

BY SKZ \_\_\_\_\_

WALK-IN Will Pick Up 6-6 2:00

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
COMPRENDE MEDIA GROUP, INC.

95 JUN -6 PM 3:33

The undersigned Subscriber hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation, for the purpose of forming a corporation for profit, in accordance with Chapter 607, Florida Statutes, the Florida Business Corporation Act.

ARTICLE ONE  
NAME OF CORPORATION

The name of this corporation is: COMPRENDE MEDIA GROUP, INC.

ARTICLE TWO  
PURPOSE

The purposes for which this corporation is organized are as follows: To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE THREE  
CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue is 7,500 shares, all of which shall be common shares with a par value of \$1.00.

ARTICLE FOUR  
CORPORATE EXISTENCE AND DURATION

Pursuant to Section 607.0203(1), Florida Statutes, this corporation shall commence existence on May 26, 1995, a date which is within five (5) business days prior to the date of filing of these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE FIVE  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 4023 N. Armenia Avenue, Suite 400, Tampa, FL 33607, and the initial registered agent is Michael A. Turner. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the corporation.

ARTICLE SIX  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 4023 N. Armenia Avenue, Suite 400, Tampa, FL 33607.

EFFECTIVE DATE  
5-26-95

ARTICLE SEVEN  
NUMBER OF DIRECTORS

The number of directors of this corporation shall not be less than one (1). The number of directors may be increased or diminished from time to time in the manner determined by the By-Laws, but shall never be less than one (1).

ARTICLE EIGHT  
NAMES AND ADDRESSES OF BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members who shall serve until the first annual meeting, or until their successors have been elected and qualified. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Luis Davila	4023 N. Armenia Avenue Suite 400 Tampa, FL 33607
Francisco Luciano	4023 N. Armenia Avenue Suite 400 Tampa, FL 33607
Michael A. Turner	4023 N. Armenia Avenue Suite 400 Tampa, FL 33607

ARTICLE NINE  
NAME AND ADDRESS OF INCORPORATOR

The name and street address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael A. Turner	4023 N. Armenia Avenue Suite 400 Tampa, FL 33607

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this the 1 day of JUNE, 1995.

  
\_\_\_\_\_  
Michael A. Turner

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of June, 1995 by Michael A. Turner who is personally known to me or who has produced Florida Driver's License as identification and who did (did not) take an oath.

Patrick G. Emmanuel, Jr. (SEAL)  
Notary Public, State of Florida  
Typed Name: PATRICK G. EMMAANUEL, JR.  
My Commission Expires: \_\_\_\_\_



PATRICK G. EMMAANUEL, JR.  
MY COMMISSION # 00255202 EXPIRES  
February 12, 1997  
BONDED THRU TROY PAUL INSURANCE, INC.

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUN -6 PM 3:33

In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted, in compliance with said Act:

COMPRENDE MEDIA GROUP, INC., desiring to organize under the  
laws of the State of Florida with its principal place of business at  
4023 N. Armenia Avenue, Suite 400, City of Tampa, County of  
Hillsborough, State of Florida has named Michael A. Turner, County of  
Hillsborough, State of Florida, as its agent to accept service of  
process within this state.

ACKNOWLEDGMENT:

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I hereby  
certify that I am familiar with and accept to act in this capacity, and  
agree to comply with the provision of said Act relative to keeping open  
said office.

By: Michael A. Turner  
Michael A. Turner

DATED: 6-1-95

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