

U.S. Consumer
Banking

9121 Harding Avenue
Surfside, FL
33154

CITIBANK

995000052391

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

41010101587874
-07/14/95-01037--006
*****70.00 *****70.00

ATTN: LORIA POOLE , CORPORATE SPECIALIST

Dear Loria Poole ,

Kindly find enclosed herein the articles of incorporation
for MSJ MEDIA , INCORPORATED . along with two copies. I
have also sent a check in the amount of \$70.00 for filing fees.

As always, please forward the documents to my address on the
enclosed business card.

My sincere thanks for all your help and professional consideration.

Manny

111

FILED
95 JUL -7 PM12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
MSJ MEDIA, INCORPORATED

THE UNDERSIGNED INCORPORATOR FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATIONS ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

FILED

95 JUL -7 PM12:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME:

THE NAME OF THIS CORPORATION SHALL BE ;
MSJ MEDIA, INCORPORATED.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL OFFICE AND MAILING ADDRESS OF THIS CORPORATION IS ; 6331 S.W. 42nd. STREET , MIAMI , FLORIDA. 33155

ARTICLE III SHARES

THE NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING SHALL BE AS FOLLOWS ;

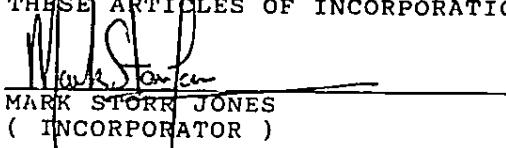
100 SHARES OF PREFERRED STOCK @ \$100.00 PAR VALUE
500 SHARES OF CONVERTIBLE PREFERRED STOCK @ \$100.00 PAR VALUE
1,000,000.00 (ONE MILLION) SHARES OF COMMON STOCK @ \$1.00 PAR VALUE .

ARTICLE IV BOARD OF DIRECTORS

THE BOARD OF DIRECTORS OF THIS CORPORATION SHALL BE ELECTED AT IT'S FIRST ANNUAL MEETING IN THE MANNER WHICH IS DETERMINED IN THE CORPORATE BY-LAWS.

ARTICLE V INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS MARK STORR JONES , 24 ASTWOOD ROAD PAGET BERMUDA DV04 THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 21/05 DAY OF MAY 1995.


MARK STORR JONES
(INCORPORATOR)

STATE OF FLORIDA)
DADE COUNTY)

BEFORE ME, THE UNDERSIGNED AUTHORITY, AUTHORIZED TO TAKE
ACKNOWLEDGEMENTS IN THE COUNTY AND STATE AFORESAID, APPEARED
BEFORE ME MARK STORR JONES, WHOM IS PERSONALLY KNOWN TO ME,
AND IS THE PERSON WHO HAS EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HAS ACKNOWLEDGED BEFORE ME THAT HE EXECUTED
THE SAME FOR THE PURPOSE THEREIN EXPRESSED.

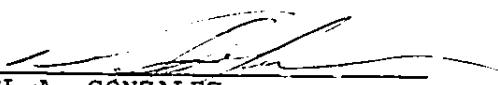
IN WITNESS WHEREOF: I HAVE HEREUNTO SET MY HAND AND OFFICIAL
SEAL IN THE STATE OF FLORIDA AND IN THE COUNTY OF DADE,
ON THIS 7th DAY OF MAY, 1995.

MY COMMISSION EXPIRES JUNE 7th, 1996.

(SEAL)

OFFICIAL NOTARY SEAL MANUEL A. GONZALEZ NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC206414 MY COMMISSION EXP. JUNE 7.1996

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95 JUL -7 PM/2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


MANUEL A. GONZALEZ
NOTARY PUBLIC

CERTIFICATE OF DESIGNATION OF THE REGISTERED AGENT AND THE OFFICE
OF THE REGISTERED AGENT IN THE STATE OF FLORIDA.

PURSUANT TO THE PROVISIONS OF SECTION 607.501 OR 617.0501 OF THE
FLORIDA STATUES , THE UNDERSIGNED CORPORATION ORGINIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMIT THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED AGENT AND THE OFFICE OF THE REGISTERED
AGENT.

THE NAME OF OF THIS CORPORATION IS ; MSJ MEDIA, INCORPORATED .

THE NAME AND ADDRESS OF THE REGISTERED AGENT IS ;
MANUEL GONZALEZ, 6331 S.W. 42nd. STREET ,MIAMI, FLORIDA. 33155

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE NAMED 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 STATUES RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES AS REGISTERED AGENT . I AM
FAMILIAR WITH AND DO ACCEPT THE OBLIGATION OF MY POSITION AS
REGISTERED AGENT , ON THIS 31st DAY OF MAY , 1995.

MANUEL GONZALEZ

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95 JUL -7 PM12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA