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P950000060361

ACCOUNT NO. : 072100000032

REFERENCE : 654066 131830A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : August 4, 1995

ORDER TIME : 10:35 AM

ORDER NO. : 654066

CUSTOMER NO: 131830A

CUSTOMER: Ita Gutt, Esq
BEHAR GUTT & GLAZER, P.A.

Suite 800
2999 Northeast 191st Street
Aventura, FL 33180

RECEIVED BSB
08/04/95 11:07 AM
***122.50 ***122.50

DOMESTIC FILING

NAME: MULTIMEDIA OF FLORIDA, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: AUG 4 1995 BSB

FILED
JAN 11 1992

**ARTICLES OF INCORPORATION OF MBM
MULTIMEDIA OF FLORIDA, INC.**

**ARTICLE I
NAME**

The name of the Corporation is MBM Multimedia of Florida, Inc.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office of the corporation is: 61 S.W. 91st Avenue, #203, Plantation, FL.
33324.

**ARTICLE V
MAILING ADDRESS**

The mailing address of the corporation is: 61 S.W. 91st Avenue, #203, Plantation, FL.
33324.

IRA GUTT, ESQUIRE
BEHAR, GUTT & GLAZER, P.A.
2999 N.E. 191st Street, Suite 800
Aventura, Florida 33180
Tel. (305) 931-3771
FLORIDA BAR NUMBER #933740

ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 61 S.W. 91st Avenue, #203, Plantation, FL 33324., and the name of the initial Registered Agent of this Corporation is IRA GUTT, ESQUIRE, BEHAR, GUTT & GLAZIER, P.A., 2999 N.E. 191st Street, Suite 800, Aventura, Florida 33180

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

Baruti Tausi

61 S.W. 91st Avenue, #203, Plantation, FL 33324

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XI
TERM OF EXISTENCE

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter, unless sooner dissolved according to law.

ARTICLE XII
DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1).

ARTICLE XIII
INITIAL DIRECTORS

The name and post office address of the member of the first Board of Directors is:

<u>NAME</u>		<u>ADDRESS</u>
Baruti Tausi, President	-	61 S.W. 91st Avenue, #203, Plantation, FL 33324
Yopa-Yves Mbeuntcha, V. P.	-	61 S.W. 91st Avenue, #203, Plantation, FL 33324
Baruti Tausi, Treasurer	-	61 S.W. 91st Avenue, #203, Plantation, FL 33324
Yopa-Yves Mbeuntcha, Sec.	-	61 S.W. 91st Avenue, #203, Plantation, FL 33324

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3 day of August, 1995.



BARUTI TAUSI, PRESIDENT

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, BARUTI TAUSI, who is personally known to me or who produced a driver's license as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at
Miami, Dade County, Florida, this 3 day of August, 1995.



OFFICIAL SEAL
DAVID L. GLAZER
My Commission Expires
Oct. 30, 1995

David L. Glazer
NOTARY PUBLIC, State at Large

David L Glazer
Print, Type or Stamp Name

My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT MBM MULTIMEDIA OF FLORIDA, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED IRA GUTT,
ESQUIRE, BEHAR, GUTT & GLAZER, P.A., LOCATED AT 2999 N.E. 191st STREET,
SUITE #800, DADE COUNTY, FLORIDA 33180, ITS REGISTERED AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

DATE: 8/3/95

Baruti Tausi
BARUTI TAUSI

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THEREBY AGREE
TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Ira Gutt
IRA GUTT, ESQ.
BEHAR, GUTT & GLAZER, P.A.