

P95000062983
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

3000001559549
-08/14/95--01047--005
****122.50 ****122.50

SUBJECT: Medin Franchises, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Bell & Company, CPA's, P.C.
Name (printed or typed)
535 Fifth Avenue, 21st Floor
Address
New York, New York 10017
City, State & Zip
(212) 949-6700 (Dorie I. Colucci)
Daytime Telephone number

8/15/95
18

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FIRST: The name of this corporation is: MEDIA FRANCHISES, INC. and its principal office is 524 Frances Street, Key West, Florida 33040, and the mailing address is c/o Bell & Company, CPA'S, P.C., 535 Fifth Avenue, 21st Floor, New York, NY 10017.

SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

THIRD: This corporation is authorized to issue 200 shares of common stock without par value.

FOURTH: The name and address of the initial registered agent of this corporation is: Donna Lieb, 524 Frances Street, Key West, Florida 33040.

FIFTH: The name and address of the sole director is as follows:

Robert M. Lieb 524 Frances Street
Key West, FL 33040

Subject to any provision in the certificate of incorporation, the business of the company shall be managed under the direction of a board of one director. Each director shall be at least eighteen years of age but need not be a shareholder. The number of directors may be increased or decreased by action of the shareholders entitled to vote or by the action of a majority of the total number of directors which the company would have if there were no vacancies. No decrease shall shorten the term of any incumbent director. The directors shall be elected at the annual meeting of the shareholders, and each director shall serve until the next succeeding annual meeting and until his successor has been elected and has qualified. Each of the first directors shall hold office until the first annual meeting of shareholders and until his successor has been elected and has qualified.

SIXTH: The name and address of the incorporator of this corporation is:

Robert M. Lieb 524 Frances Street
Key West, FL 33040

SEVENTH: This corporation shall indemnify its officers, directors, employees and agents to the full extent permitted by law.

EIGHTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of July, 1995.

Incorporator:


Robert M. Lieb

STATE OF NEW YORK
COUNTY OF NEW YORK

BEFORE ME, a notary public authorized to take acknowledgements in the State and County Seat above, personally appeared ROBERT M. LIEB, known to me and known by me to be the person described in and who executed the above and foregoing Articles of Incorporation, and she acknowledged before me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26th day of July, 1995.

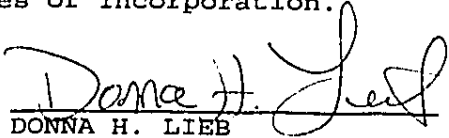
DORIE I. COLUCCI
Notary Public, State of New York
No. 4856016
Qualified in New York County
Commission Expires March 31, 1996


NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


DONNA H. LIEB