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LAW OFFICES

STEPHEN L. VINSON, JR., P.A.

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August 31, 1995

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Articles of Incorporation
Media Emulation Associates, Inc.


100001576281
-03-017-35-01054--018
****122.50 ****122.50

Gentlemen:

Enclosed herewith are two (2) executed copies of Articles of Incorporation of Media Emulation Associates, Inc. along with a check in the amount of \$122.50. Please return a certified copy of the articles in the enclosed self addressed stamped envelope to the undersigned.

If there are any questions, please call.

Very truly yours,


Stephen L. Vinson, Jr.

SLV/ip

Enclosures

SEP 7 1995 BSB

FILED
95 SEP -1 AM 9:39
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MEDIA EMULATION ASSOCIATES, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Media Emulation Associates, Inc. and its address is Grove Place, Suite 300, 2964 Aviation Avenue, Coconut Grove, Florida 33133.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purpose for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 7,500. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is Grove Place, Suite 300, 2964 Aviation Avenue, Coconut Grove, Florida 33133 and the name of its initial registered agent at such address is Stephen L. Vinson, Jr.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is three (3). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Gerald E. Pulver, President
David Scott Jones, Vice-President
Daniel A. Cunningham, Secretary

at

Grove Place, Suite 300
2964 Aviation Avenue
Coconut Grove, Florida 33133

ARTICLE VII

INCORPORATOR

The name and address of the incorporator are:


Stephen L. Vinson, Jr.
Stephen L. Vinson, Jr., P.A.
Grove Place, Suite 300
2964 Aviation Avenue
Coconut Grove, Florida 33133

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 31st day of August, 1995.


Stephen L. Vinson, Jr.

STATE OF FLORIDA)
JSS:
COUNTY OF DADE)

BEFORE ME appeared Stephen L. Vinson, Jr. to me personally known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

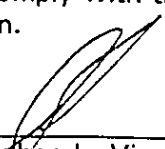
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 31st day of August, 1995.

 ISAMARY PERAL
COMMISSION # CC 483187
EXPIRES MAY 14, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.
My commission expires:


NOTARY PUBLIC

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Stephen L. Vinson, Jr.
Registered Agent