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September 1, 1995

Via Federal Express

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-09/05/95--01110--017
****245.00 ****122.50

Secretary Of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Greetings:

Please find enclosed:

1. Articles of Incorporation for "ABT-MIA, Inc.", one original and a copy.
2. Articles of Incorporation for "Media Online, Inc.", one original and a copy.
3. A check in the amount of \$245.00 to cover the filing fees and receive certified copies of the articles returned to me.
4. A FedEx airbill on my account to return the filed articles to me.

Please call me if this raises any questions.

Very truly yours,

M. Blair Cibley

FILED
95 SEP -5 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56-8-95
10/10/95

ARTICLES OF INCORPORATION
FOR
MEDIA ONLINE, INC.

FILED
95 SEP -5 AM 9:38
CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA

Articles of Incorporation of the undersigned, a citizen of the United States, desiring to form
a For Profit Corporation under the Laws of the State of Florida, does hereby certify:

Article I

The name of the Corporation shall be "Media Online, Inc."

Article II

The place in this state where the principal office of the Corporation is to be located is: 337
Palermo Avenue, County of Dade, City of Coral Gables, Florida 33134.

Article III

The aggregate number of shares the Corporation shall have authority to issue is One
Thousand (1,000) with One (\$1.00) Dollar par value.

Article IV

The name and address of the incorporator is Montgomery Blair Sibley whose address is 337
Palermo Avenue, Coral Gables, Florida, 33134.

Article V

The method of election of directors shall be stated in the bylaws of the Corporation. The
general nature of the business or businesses to be transacted by the Corporation is to engage in any
activity or business permitted by the laws of the United States of America and of the State of Florida.
The existence of the Corporation shall be perpetual.

Article VI

The street address of the Corporation's initial registered office is 337 Palermo Avenue, Coral Gables, Florida, 33134 and the name of the initial registered agent at that address is Montgomery Blair Sibley.

THE UNDERSIGNED, being the sole incorporator hereinabove named for the purpose of forming a corporation, does subscribe and acknowledge these Articles of Incorporation, hereby declaring and certifying that the facts contained herein are true and accordingly has hereunto set his hand this 1st day of September, 1995.

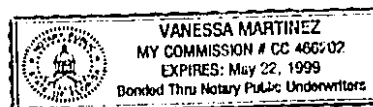
Montgomery Blair Sibley
Montgomery Blair Sibley

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

THE FOREGOING instrument was sworn to and subscribed before me this 1st day of September, 1995 by Montgomery Blair Sibley.

Vanessa Martinez (SEAL)
Notary Public

Personally Known Yes or Produced Identification, Type of Identification Produced



**CERTIFICATE DESIGNATING RESIDENT AGENT AND
FOR SERVICE OF PROCESS**

Pursuant to F.S. 48.091 and 617.023 the following is submitted, in compliance with these laws:

That Media Online, Inc. desiring to organize as a for-profit corporation under the laws of the State of Florida, with its principal office in the City of Coral Gables, County of Dade Florida, has named Montgomery Blair Sibley, located at 337 Palermo Avenue, City of Coral Gables, County of Dade, Florida, 33134, as its agent to accept service of process within this state.

ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the nonprofit corporation named above, at the place designated in the certificate, I agree to act in this capacity, and agree to comply with the statutory provisions relative to the maintenance of an office.

By: Monty Blair Sibley
Montgomery Blair Sibley

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

THE FOREGOING instrument was sworn to and subscribed before me this 1st day of September, 1995 by Montgomery Blair Sibley.

Vanessa Martinez (SEAL)
Notary Public

Personally Known Yes or Produced Identification, Type of Identification Produced _____

