

1/17/96

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

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MIAMI FL 33135

TALLAHASSEE, FL 32399

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CONTACT: RAY STORMONT

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: AMERICAN INTERNATIONAL TRAVEL OF BOCA RATON, INC.

FAX AUDIT NUMBER: H98000000817

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95 JAN 17 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

95 JAN 17 PM 1:39

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**ARTICLES OF INCORPORATION
OF**

AMERICAN INTERNATIONAL TRAVEL OF BOCA RATON, INC.

FILED
55 JAN 17 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age, do hereby present these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida, authorizing the formation of corporations.

ARTICLE I

The name of the corporation shall be: **AMERICAN INTERNATIONAL TRAVEL OF BOCA RATON, INC.**

ARTICLE II

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

To improve, buy, sell, mortgage, deal in and with, dispose or, manage and operate real property, both improved and unimproved, and personal property of whatsoever, nature or kind, as owner, agent, or factor or broker.

To buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal property of all kinds and description.

To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in,

David Feldman, Esq. (205) 634-4721 / FBN. 155667
407 Lincoln Rd. PH Miami Bch., FL 33139

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trade in, deal in, borrow and lend money upon goods, wares, merchandises, and real and personal property of every kind and description.

To do any and all things, and everything necessary for the accomplishment of the objects enumerated in these Articles of Incorporation, or any amendment thereto, necessary and incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares, all of which shall be common stock and the capital of the corporation, and additional stock may be issued by the Director(s) of the corporation for any consideration deemed advisable. Each share of common stock shall be valued at five (\$5.00) dollars per share.

ARTICLE IV

The amount of capital with which the corporation shall begin shall be five hundred (\$500.00) dollars.

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ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The corporation shall have perpetual existence.

ARTICLE VII

The principal office of the corporation shall be located at:
190 West Glades Road, Boca Raton, Florida 33432

ARTICLE VIII

The street address of the initial registered office of this corporation is: 407 Lincoln Road, PE NE, Miami Beach, Florida 33139 and the name of the initial Registered Agent of this corporation at that address is: David Feldman, Esquire.

ARTICLE IX

This corporation shall have two (2) Director(s) initially. The number of director(s) may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The name and addresses of the initial Director(s) of this corporation are:

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| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Linda Comisar Carr | 190 W. Glades Rd., Boca Raton, FL 33432 |
| Bernard J. Comisar | 190 W. Glades Rd., Boca Raton, FL 33432 |

ARTICLE X

The officer(s) of this corporation, until the first meeting shall be as follows:

Linda Comisar Carr, President/Director
Bernard J. Comisar Vice President/Secretary
Treasurer/Director

ARTICLE XI

This corporation shall, in its' by-laws, allow for qualification for the Stockholder's Consent to election under Internal Revenue Code in re sub-chapter S, Section 1372, and Section 1244.

ARTICLE XII

The name and address of the person(s) signing these Articles of Incorporation is: Linda Carr.

ARTICLE XIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

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ARTICLE XIV

Fifty-one (51) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one (51) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV

The corporation shall indemnify any officer or director, or any former director or officer, to the fully extent permitted by law.

ARTICLE XVI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 16 day of January, 1996


LINDA COMISAR CARR

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ARTICLES OF INCORPORATION

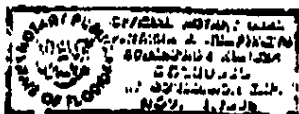
PHILIPIN INTERNATIONAL
TRADE & DEVELOPMENT

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was sworn to and subscribed before me
this 16 day of JANUARY, 1996, by LINDA COMISAR CARR, who is
personally known to me (✓) or who produced --- driver's
license(s) (---)/passport(s) (---) as identification and who did take
an oath.

Patricia A. Humphreys
Notary Public
Print Name: PATRICIA A. HUMPHREYS

My commission expires:




**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE MADE.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - AMERICAN INTERNATIONAL TRAVEL OF BOCA RATON, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, designates DAVID FELDMAN, Esquire, 407 Lincoln Road, PH NE, Miami Beach, Florida 33139, as its Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at this place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


DAVID FELDMAN, Esquire
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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August 18, 1997

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Secretary of State
Corporation Division
State of Florida
PO box 6327
Tallahassee, FL 32314

Re: JERRY CARR MEDIA, INC. FORMERLY KNOWN AS AMERICAN
INTERNATIONAL TRAVEL OF BOCA RATON, INC.

Gentlemen:

Enclosed herewith are the Articles of Amendment together with
a copy of said articles for AMERICAN INTERNATIONAL TRAVEL OF BOCA
RATON, INC.
to change the name to JERRY CARR MEDIA, INC.

Enclosed is our check in the amount of \$35.00 to cover the amend-
ment charge.

Respectively submitted,

X McBak
Bookkeeper/accountant for

JERRY CARR MEDIA, INC.

CC:FILE

COMPUKEEPER INC.
1580 NW 2ND AVE. STE 1
BOCA RATON, FL 33432

FILED
97 AUG 21 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUG 27 1997

ARTICLES OF AMENDMENT
OF
AMERICAN INTERNATIONAL TRAVEL OF BOCA RATON, INC.

FILED
97 AUG 21 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article I of the Articles of Incorporation
AMERICAN INTERNATIONAL TRAVEL OF BOCA RATON, INC.
filed January 17, 1996 is hereby amended to read as follows
effective upon the filing of these Articles with the Secretary of
State.

ARTICLE I - NAME

The name of this corporation is: JERRY CARR MEDIA, INC.
The foregoing amendment was adopted by the shareholders and
directors of this corporation on the 18th day of
August, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of
this corporation have executed these Articles of Amendment this
18th day of August 1997.

Linda Comisar Carr
President

Bernard Comisar
Secretary

State of Florida
County of Palm Beach

The foregoing instrument was acknowledged before me this 18th
day of August 1997, by Linda Comisar Carr, President/Director
and Bernard J. Comisar, Vice President/Secretary/Treasurer
/Director of American International Travel of Boca Raton, Inc.,
now known as Jerry Carr Media, Inc. on behalf of the corporation.

M E Dorak
Notary Public

