

P960000015296

TRANSMITTAL LETTER

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

SUBJECT: MultiMedica Multimedia, Inc.
(Proposed corporate name - must include suffix)

400001716254
-02/15/96--01097--014
*****78.75 *****78.75

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: MultiMedica Multimedia, Inc.
Name (printed or typed)

15476 NW 77 Court

Address

Miami Lakes, FL 33067

City, State & Zip

(305) 822-0902

Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 15 PM 2:21

AL FEB 19 1995

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

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**ARTICLES OF INCORPORATION
OF
MULTIMEDICA MULTIMEDIA, INC.**

The undersigned incorporators, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the state of Florida.

ARTICLE I - Name

The name of this corporation shall be:

MULTIMEDICA MULTIMEDIA, INC.

ARTICLE II - Address

The address of the principal office is 14361 Commerce Way, Suite 300, Miami Lakes, FL 33016 and the mailing address is 15476 NW 77 Court, Miami Lakes, FL 33016

ARTICLE III - Business and Activities

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - Capital Stock

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - Term of Existence

The effective date upon which this corporation shall come into existence shall be February 15, 1996, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8540 NW 49 Drive, Coral Springs, Florida 33067 and the name of the initial registered agent of this corporation at that address is Daniel K. Palmer.

ARTICLE VII - Directors

- A. The initial number of directors of this corporation shall be three.
- B. The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.
- D. Nothing in this article shall be construed to preclude the directors from serving the corporation in any capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Daniel K. Palmer	8540 NW 49 Drive Coral Springs, Florida 33067
William R. Quinlivan	1224 Buchanan Street Hollywood, FL 33019
Patrick D. Scullin	950 West Valley Road, Suite 2800 Wayne, PA 19087

F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.

G. In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporators

The names and street addresses of the incorporators signing these articles are:

<u>Name</u>	<u>Street Address</u>
Daniel K. Palmer	8540 NW 49 Drive Coral Springs, Florida 33067
William R. Quinlivan	1224 Buchanan Street Hollywood, FL 33019

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

ARTICLE X - Amendments to Articles

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.


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ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any new bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the director may not alter, amend or repeal any bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 14th day of February, 1996.


William R. Quinlivan


Daniel K. Palmer

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14th
day of February, 1996, by William R. Quinlivan and Daniel K.
Palmer


NOTARY PUBLIC

My Commission Expires: 1/3/98



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MultiMedica Multimedia, Inc.
2. The name and address of the registered agent and office is:

Daniel K. Palmer
(NAME)

8540 NW 49 Drive
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Coral Springs, FL 33067
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Daniel K. Palmer
(SIGNATURE)

February 14, 1996
(DATE)