

P96000011224

STATE OF FLORIDA
TALLAHASSEE, FL 32301
904-222-0000
904-222-0393 FAX



PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 856375 89357A

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 70.00

ORDER DATE : February 22, 1996

ORDER TIME : 2:47 PM

ORDER NO. : 856375

CUSTOMER NO: 89357A

500001721985

CUSTOMER: Eliot W. Rifkin, Esq
ELIOT W. RIFKIN, ESQ.

Suite 700
9200 South Dadeland Boulevard
Miami, FL 33156

DOMESTIC FILING

NAME: NUMEDIA PRODUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CARINA DUNLAP

EXAMINER'S INITIALS:

FILED
96 FEB 22 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 22 PM 4:22
DIVISION OF CORPORATIONS

W96-4134
502
SAB
2/24/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 23, 1996

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301

SUBJECT: NUMEDIA PRODUCTIONS, INC.
Ref. Number: W96000004134

We have received your document for NUMEDIA PRODUCTIONS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: 596A00008005

Articles of Incorporation for

NUTECH PRODUCTIONS, INC.

FILED
96 FEB 22 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I CORPORATE NAME

The name of the corporation is: NUTECH Productions, Inc., having its principle place of business at 205 Sherwood Forest Drive, Delray Beach, Florida 33445.

ARTICLE II DURATION

The Corporation shall have perpetual existence.

ARTICLE III NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida, including but not limited to, telecommunication productions.

ARTICLE IV CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time an aggregate number of 7500 shares of one class of common stock having a par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V PREEMPTIVE RIGHTS

The initial shareholders of the corporation shall have preemptive rights.

ARTICLE VI
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Elliot W. Rifkin, Esq.

INITIAL REGISTERED OFFICE: 9200 South Dadeland Boulevard, Suite 700
Miami, Florida 33156

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of directors constituting the Initial Board of Directors of the Corporation are FOUR (4), and the names and addresses of the persons who are to serve as initial directors are:

President: H Bradley Ress, 205 Sherwood Forest Drive, Delray Beach, Florida 33445

Vice-President: Jeffrey Pittle, 1395 Fairfax Circle East, Lantana, Florida 33462

Secretary: Sharon B. Ress, 205 Sherwood Forest Drive, Delray Beach, Florida 33445

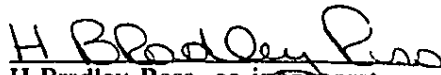
Treasurer: Walter Wilson, 2800 N.E. 39th Street, Lighthouse Point, Florida 33064


ARTICLE VIII
INCORPORATOR

The names and addresses of the incorporators executing these Articles of Incorporation are:

H Bradley Ress, 205 Sherwood Forest Drive, Delray Beach, Florida 33445, and
Sharon B. Ress, 205 Sherwood Forest Drive, Delray Beach, Florida 33445

In Witness Whereof, We have executed these articles of incorporation in duplicate on this 12 day of February, 1996.


H Bradley Ress, as incorporator

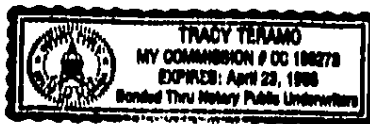

Sharon B. Ress, as incorporator

STATE OF FLORIDA:
COUNTY OF DADE:

THE FOREGOING Articles of Incorporation were acknowledged before me this 12 day of February, 1996 by, H BRADLEY RESS, and SHARON B. RESS, as Incorporators, whom are personally known to me or whom have produced a Florida driver's license as identification and who did/did not take an oath.


NOTARY PUBLIC, State of Florida

My Commission Expires:



ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT:

Having been named Initial Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


ELIOT W. RIFKIN, ESQ., Registered Agent

FILED
96 FEB 22 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1500 N. HIGHWAY
TALLAHASSEE, FL 32304
904-222-9471
904-222-0393 FAX



P96000017224

ACCOUNT NO. : 072100000032
REFERENCE : 868822 893570
AUTHORIZATION : Patricia Pyszko
COST LIMIT : \$ 35.00

ORDER DATE : March 4, 1996

ORDER TIME : 3:02 PM

ORDER NO. : 868822

100001732051

CUSTOMER NO: 893570

CUSTOMER: Mr. Sharon R. Riss
Eliot W. Rifkin, Esq.
Suite 700
9200 South Dadeland Boulevard
Miami, FL 33156

DOMESTIC AMENDMENT FILING

NAME: NUTECH PRODUCTIONS, INC.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS:

FILED
96 MAR -8 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAR -4 PM 4:24
DIVISION OF CORPORATION

Change 3/11/96 De



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 5, 1996

CSC NETWORKS
JENNIFER MORAN

SUBJECT: NUTECH PRODUCTIONS, INC.
Ref. Number: P96000017224

Resubmit

We have received your document for NUTECH PRODUCTIONS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 396A00009685

RECEIVED
MAR 9 3:26
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
95 MAR -8 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Nutech Productions, Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

The Article one is hereby amended as follows:

The name of the Corporation is NuMedia
Interactive Productions, Inc. having its principal place of
business at: 205 Sherwood Forest Drive
Delray Beach, FL 33445

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NA

THIRD: The date of each amendment's adoption:

February 29, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were

sufficient for approval by _____"
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 29 of February 19 96

Signature

Sharon B. Less

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Sharon B. Less

Typed or printed name

Secretary/Incorporator

Title

P96000017224

KEVIN R. DEGNAN
Attorney at Law

Office Address
339 S.W. 30th Terrace
Deerfield Beach, FL 33442
Office 305 421-7429

Mailing Address
P.O. Box 1046
Deerfield Beach, FL 33443
Fax 305 429-3624

Date: 7-17-96

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

If by Fed Ex to:
409 East Gains Street
Tallahassee, FL 32301
(904) 488-9000

FILED
96 JUL 22 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sirs:

Please find enclosed the Articles of Amendment of NUMEDIA
INTERACTIVE PRODUCTIONS, INC.

Please file the articles.

A check for \$35.00 has been enclosed to cover your filing fee.

Thanks for your attention to this matter.

200001901642
-07/23/96--01055--019
*****35.00 *****35.00

Sincerely,


Kevin Degnan

Kevin Degnan GAVE

AUTHORIZATION BY PHONE TO

Remove 14
CORRECT "Initially E. First"

DATE 7/29

DOC. EXAM. VB

Amend

VS JUL 29 1996

ARTICLES OF AMENDMENT
OF
NUMEDIA INTERACTIVE PRODUCTIONS, INC.

FILED
96 JUL 22 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

To: The Department of State
Tallahassee, FL 32304

Pursuant to the provisions of §607.1003, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

I. The name of the corporation is NUMEDIA INTERACTIVE PRODUCTIONS, INC..

II. The following amendments of the articles of incorporation were adopted by the Shareholders of the corporation:

a) Article VII of the Articles of Incorporation of NUMEDIA INTERACTIVE PRODUCTIONS, INC., is amended to read as follows:

This corporation shall have two directors, ~~initially~~. This number shall be fixed by the Bylaws and may be changed from time to time. The name and address of each said director is:

H. Bradley Ress, 205 Sherwood Forrest Dr, Delray Beach, FL 33445.
Sharon Ress, 205 Sherwood Forrest Dr, Delray Beach, FL 33445.

They shall hold office until the first annual meeting of stockholders.

b) ARTICLE IX is added to the Articles of Incorporation of NUMEDIA INTERACTIVE PRODUCTIONS, INC., as follows:

The name and address of ~~first~~ president, secretary and treasurer of the corporation is Sharon Ress, 205 Sherwood Forrest Dr, Delray Beach, FL 33445. The name and address of the ~~first~~ vice-president of the corporation is H. Bradley Ress, 205 Sherwood Forrest Dr, Delray Beach, FL 33445.

III. The date of the adoption of the amendment by the Shareholders was the 15th day of June, 1996 and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned set hand and seal this 20 day of June, 1996

NUMEDIA INTERACTIVE PRODUCTIONS, INC.

By:

Sharon Ress
Pres.
Sharon Ress

P.96000017224

KEVIN R. DEGNAN
Attorney at Law

Office Address
339 S.W. 30th Terrace
Deerfield Beach, FL 33442
Office 305 421-7429

Mailing Address
P.O. Box 1046
Deerfield Beach, FL 33443
Fax 305 429-3624

Date: 7-17-96

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

If by Fed Ex to:
409 East Gains Street
Tallahassee, FL 32301
(904) 488-9000

FILED
96 JUL 22 PM 12:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sirs:

Please find enclosed the Statement of Change of Registered Office
and Registered Agent of NUMEDIA INTERACTIVE PRODUCTIONS, INC.

Please file the articles.

A check for \$35.00 has been enclosed to cover your filing fee.

Thanks for your attention to this matter.

Sincerely,


Kevin Degnan

400001301634
-07/23/96--01055--015
*****35.00 *****35.00

P

RA Chg.

VS JUL 29 1996

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT
NUMEDIA INTERACTIVE PRODUCTIONS, INC.

TO THE SECRETARY OF STATE of the State of Florida:

The undersigned, a duly authorized officer of

NUMEDIA INTERACTIVE PRODUCTIONS, INC.,

a Florida corporation, states a change of registered agent as follows:

- (a) The name of the corporation is NUMEDIA INTERACTIVE PRODUCTIONS, INC.
- (b) The street address of its current registered office is 9200 South Dadeland Boulevard, Suite 700, Miami, FL 33156.
- (c) The current registered office is to be changed. The street address of the new registered office is 205 Sherwood Forrest Drive, Delray Beach, FL 33445.
- (d) The name of its current registered agent is: Eliot W. Rifkin, Esq.
- (e) The registered agent of the corporation is to be changed. The name of the new registered agent is: H. Bradley Ress.
- (f) The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.
- (g) This change was authorized by resolution duly adopted by the Board of Directors of the corporation.

H. Bradley Ress
H. Bradley Ress, V-Pres.

CONSENT OF REGISTERED AGENT: HAVING BEEN NAMED as the registered agent for this corporation at the registered office designated in the foregoing Statement of Change of Registered Agent, the undersigned accepts the designation.

H. Bradley Ress
H. Bradley Ress

FILED
JUL 22 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA