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March 12, 1996

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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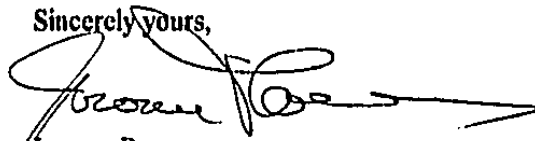
Gentlemen:

I am enclosing for filing the charter of MULTIMEDIA MEDICS 4M, INC. , a corporation for profit. Also enclosed is the designation of Resident Agent and a check covering the filing fees.

Please send the certified copy to the undersigned.

Thank you for your prompt attention to this matter.

Sincerely yours,


Jerome Powers

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
MULTIMEDIA MEDICS 4M, INC.

This to certify that we, the undersigned, hereby associate ourselves into a corporation pursuant to the provisions of the Laws of the State of Florida providing for the formation of Corporations for profit, for the purpose and with the powers herein mentioned, and to that end we do by this Certificate set forth:

-1-

The name of the Corporation is MULTIMEDIA MEDICS 4M, INC..

-11-

The general nature of the business or businesses to be transacted shall be:

- (a) to supply emergency medical services to media organizations while on location and/or at studios as required.
- (b) to purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, permits, privileges and franchises as may lawfully be purchased, exchanged, hired or acquired.
- (c) to erect, construct, or lease any and all kinds of buildings, stores, offices and warehouses and any and all structures and erections which may at any time be necessary, useful or advantageous in the judgment of the Board of Directors,

-1-

for the purpose of the Corporation, and which can lawfully be done.

(d) to sell, manage, improve, develop, assign, transfer, convey, lease, sub-lease, pledge or otherwise encumber the lands, buildings, real property, chattels real and personal, and wheresoever situated, and any and all legal or equitable rights therein.

(e) to borrow money with or without pledge or mortgage on all or any of its property, real or personal, as security, and to loan and advance money upon mortgages on personal or real property or on either of them.

(f) to buy, sell and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any acts or things incident to or proper in connection with the carrying on of the business of this company.

(g) to purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidences of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefore its own stock, bonds and other obligations.

(h) to purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association or corporation carrying on any kind of business the same as or of a

similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of this Certificate.

(i) and this Corporation shall have the power to conduct its business in all its branches in the State of Florida, or in any other State or States or Territories of the United States, or in the District of Columbia, and the dependencies of the United States or in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law, necessary to carry on the business of said Corporation, or to promote any of the subjects or objects for which the corporation is formed. The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation, and the enjoyment thereof, as conferred by the Laws of the State of Florida, under corporations organized under the provisions of the Stock Corporation Law.

-111-

The maximum number of Shares with nominal or per value that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares.

The par value of each share shall be one dollar (\$1.00). The Corporation will commence business with five hundred (500) shares.

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The amount of capital with which the Corporation will begin business is not less than Five Hundred Dollars (\$500.00), which said amount has been paid in.

-V-

The Corporation shall have perpetual existence.

-3-

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The principal office of the Corporation is to be located at 14601 N. Spur Drive, Miami, Florida 33161.

-V11-

The business of the Corporation shall be managed and controlled by a Board of Directors consisting of not less than one nor more than five members.

-V111-

The names, post office addresses of the first Board of Directors and Officers who, subject to the provisions of this Certificate of Incorporation, by-laws and Act of the Legislature of the State of Florida, whereunder the Corporation is organized, shall hold office for the first year of the Corporations existence, or until their successors are elected and have qualified, are as follows:

NAME	POST OFFICE ADDRESS	OFFICE
Thomas Petynia	14601 N. Spur Drive Miami, Florida 33161	President
Dorothy Petynia	14601 N. Spur Drive Miami, Florida 33161	Vice President
Eymard Petynia	14601 N. Spur Drive Miami, Florida 33161	Secretary/Treas.

-1X-

The names and post offices addresses of each member of this Certificate of Incorporation, and a statement of the number of shares of stock which each mutually agrees to take, are as follows:

NAME	POST OFFICE ADDRESS	#SHARES	VALUE
Thomas Petynia	14601 N. Spur Drive Miami, Florida 33161	490	\$490.00

Dorothy Petynia	14601 N. Spur Drive Miami, Florida 33161	5	5.00
Eymard Petynia	14601 N. Spur Drive Miami, Florida 33161	5	5.00

-X-

The Corporation may, by action taken at any meeting of the Board of Directors, sell, lease or exchange all of its property, assets, including its goodwill and its corporate business upon such terms and conditions as its Board of Directors deem expedient when and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power on such proposal, provided, however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of mortgage, or in trust or in pledge to secure indebtedness of the Corporation.

It is the intention that the objects, purposes and powers specified and enumerated herein, shall, except where otherwise expressed, be nowise limited or restricted by reference to or inference from the terms of any other clauses or paragraph of this Certificate of Incorporation, but that the objects, purposes and powers, and the specifications and enumeration of the said objects, purposes and powers of the Corporation.

From time to time, to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this corporation (other than stock book or any of them) shall be open to the inspection of stockholders; and no stockholder shall have any rights of inspection of any accounts, book or document of this Corporation except as conferred by statute, unless authorized by a resolution

of the stockholders or directors.

If the by-laws so provide, to designate two or more of its number to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any and all of the powers of the Board of Directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its by-laws confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by the statutes.

Both stockholders and directors shall have power to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the statutes).

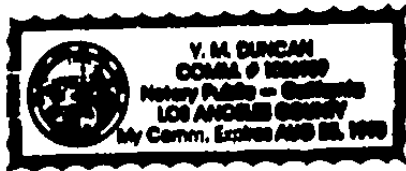
The Corporation shall have a President, who shall be a Director, a Vice-President, a Secretary and a Treasurer, and may also have one or more additional Vice-Presidents, Assistant Secretaries and Assistant Treasurers, and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws. The same person may hold two or more offices except the President, who shall not also be the Secretary of the Corporation.

-X1-

The Corporation reserves the right to amend, alter, change

or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

We, the undersigned, being all of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set our hands and seals this day of 1996.



(SEAL) ----- *Thomas Petynia*

Thomas Petynia

(SEAL) ----- *Dorothy Petynia*

Dorothy Petynia

(SEAL) ----- *Eymard Petynia*

Eymard Petynia

STATE OF CALIFORNIA)
COUNTY OF *Los Angeles*.) SS:

I HEREBY CERTIFY that on this *28* day of *February*, 1996 before me personally appeared THOMAS PETYNIA, to me well known to be the incorporator described herein, and who acknowledged before me that ~~he~~ *she* signed, sealed and delivered the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my official hand and seal at the County of *Los Angeles*, State of California, the day and year first above written.

----- *Y. M. Duncan* -----
Notary Public

STATE OF FLORIDA)
COUNTY OF DADE) SS:

I HEREBY CERTIFY that on this *11th* day of *March*, 1996 before me personally appeared DOROTHY PETYNIA and EYMARD PETYNIA,

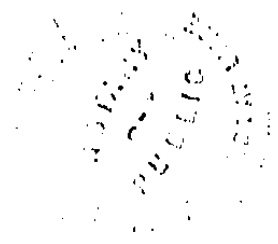
to me well known to be the incorporators described herein, and who signed the foregoing Certificate of Incorporation, and who acknowledged before me that they signed, sealed and delivered the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my official hand and seal at the County of Broward, State of Florida, the day and year first above written. *date*

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP *Aug 31, 1987*

James T. Berry

Notary Public



STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

In pursuance of Chapter 48.001, Florida Statutes, the following is submitted, in compliance with said Act:

First-That MULTIMEDIA MEDICS 4M, INC.
 a corporation duly organized and existing under the laws of the State of Florida
 with its principal office, as indicated in the articles of incorporation at City of Miami
 County of Dade, State of Florida
 has named Jeromo Powers
 located at 2572 Garden Court
(Street address and number of building, P.O. Box address not acceptable)
 City of Cooper City, County of Broward
 State of Florida, as its agent to accept service of process within this state.

OFFICERS:	AFFIX TITLES: NAME	SPECIFIC ADDRESS
<u>Thomas Petynia</u>	<u>President</u>	<u>14601 N. Spur Drive, Miami, Fl</u>
<u>Dorothy Petynia</u>	<u>V. Pres</u>	<u>14601 N. Spur Drive, Miami, Fl</u>
<u>Eymard Potynia</u>	<u>Treasurer/Secy</u>	<u>14601 N Spur Dr., Miami, Fla</u>
_____	_____	_____
_____	_____	_____

DIRECTORS:	SPECIFIC ADDRESS
<u>Eymard Potynia</u>	<u>14601 N Spur Dr., Miami, Fla</u>
<u>Dorothy Petynia</u>	<u>14601 N Spur Dr. Miami, Fl</u>
<u>Thomas Petynia</u>	<u>14601 N Spur Dr. Miami, Fl</u>
_____	_____
_____	_____

By: Eymard Potynia
(Corporate Officer) Secy/treas

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: Jeromo Powers
(Resident Agent)

It is necessary to file this certificate within thirty days after filing Certificate of Incorporation, as to domestic Corporations and within thirty days after issuance of permit to foreign corporations; and thereafter when corporation has changed its place of business or agent or changed its officers and/or directors.

Filing Fee:
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