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TO: DIVISION OF CORPORATIONS FROM: EMMETT CORPORATION COMPANY

DEPARTMENT OF STATE 149 W. FLANDERS ST.

STATE OF FLORIDA SUITE 200

ADDRESS: 11711 FLORIDA BLVD.

TALLAHASSEE, FL 32310 CONTACT: RAY STORMONT

FAX (904) 222-1200 PHONE: (305) 841-3684

FAX: (305) 841-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: VISION QUEST MEDIA, INC.

FAX AUDIT NUMBER: H96000004081

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/21/1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 3/21

MAILED 1996 MAR 21

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11/17/96

HARRY D. POLATSEK
2455 E. SUNRISE BLVD.
SUITE 1216
FT. LAUD., FL 33304
(954) 566.0377
FBN, 230960

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

VISION QUEST MEDIA, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

FIRST: The name of the corporation is:
Vision Quest Media, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

One thousand shares (1,000) at \$1.00 par value.

FIFTH: The street address of the initial registered office of the corporation is:

1361 S. Federal Highway, #406
Boca Raton, Florida 33432

and the name of its initial Registered Agent at such address is:
Anthony Johnston

The initial street address of the principle office of the corporation shall be:

1361 S. Federal Highway, #406
Boca Raton, Florida 33432

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE The number of Directors constituting the initial Board of Directors of the corporation is one, and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

Anthony Johnston
1361 S. Federal Highway, #406
Boca Raton, Florida 33432

The name and address of each incorporator is:

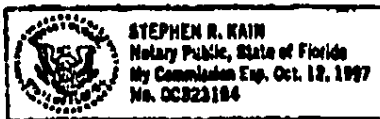
Anthony Johnston
1361 S. Federal Highway, #406
Boca Raton, Florida 33432

Dated: 3/21/96

A. Johnston
Anthony Johnston

State of Florida :
County of Broward : ss.:

The foregoing instrument was acknowledged before me this 21st day of March, 1996 by Anthony Johnston of Vision Quest Media, Inc., who is personally known to me ~~or who has produced~~ as identification and who did/did not take an oath.



Stephen R. Kain
NOTARY PUBLIC

Anthony Johnston, having been designated to act as a Registered Agent, hereby agrees to act in this capacity.

A. Johnston
Anthony Johnston

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.24 Florida Statutes, the following
is submitted, in compliance with said Act:

Vision Quest Media, Inc., desiring to organize under the laws
of the State of Florida with its principle office, as indicated in
the articles of incorporation, at City of Boca Raton, County of
Palm Beach, State of Florida has named Anthony Johnston at 1361 S.
Federal Highway, #406, City of Boca Raton, County of Palm Beach,
State of Florida, as its agent to accept service of process with
this state.

ACKNOWLEDGMENT:

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: A. Johnston

Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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