

P96000034573

Duncan Creager
1311 N 23 Ave.
Hollywood, FL 33020
954-922-4576

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

700001783937
-04/17/96--01050--013
*****70.00 *****70.00

Date: April 11, 1996

Re: Media Holding USA, Inc.

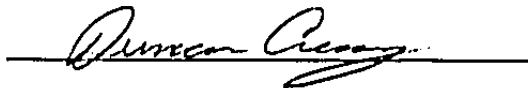
Gentlemen:

Enclosed please find the original copy of Articles of
Incorporation together with my check in the amount of
\$ 70.00.

This represents the cost of the Filing Fees, and Fee for
Registered Agent Designation for the above named corporation.

Please send notice of filing to the above address.

Thank You,



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 17 PM 12:47

4/22/96

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR 17 PM 12:47

Media Holding USA, Inc.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

Media Holding USA, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1458 Hollywood Blvd.
Hollywood, FL 33020

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1000 shares of no-par-value common stock.

ARTICLE IV: INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Duncan Creager
1311 N. 23 Ave.
Hollywood, FL 33020

ARTICLE V: INITIAL BOARD OF DIRECTORS

The names and street address of the initial directors of the corporation are as follows:

Sten Ture Jensen
1458 Hollywood Blvd.
Hollywood, FL 33020

Martin Lakocinski
233 SE 11 Ave.
Pompano Bch, FL 33060

ARTICLE VI: INCORPORATORS

The names and street address of the incorporator to these Articles of Incorporation are:

Duncan Creager
1311 N 23 Ave.
Hollywood, FL 33020

The undersigned incorporator has executed this Article of Incorporation this 11 day of April 1996.

A handwritten signature in cursive script, appearing to read "Duncan Creager", is written over a horizontal line.

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SECRETARY OF STATE
STATE OF FLORIDA CORPORATIONS

96 APR 17 PM 12:47

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

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following designation of registered agent/registered office in the State of Florida:

1. The name of the corporation is:

Media Holding USA, Inc.

2. The name and address of the registered agent and office are:

Duncan Creager
1311 N. 23 Ave.
Hollywood, FL 33020

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT ON 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.

 4/11/96
Date