

TRANSMITTAL LETTER

P 96000044759

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

00001002010
-05/21/96--01006--011
****122.50 ****122.50

SUBJECT: ZOO MEDIA, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

 \$70.00 \$78.75 X \$122.50 \$131.25

FROM: John Fitzgerald
 Name (printed or typed)
1400 N.W. 122nd Ave.
 Address
Plantation, FL 33323-2426
 City, State & Zip
(954) 370-1114
 Daytime Telephone Number

FILED
96 MAY 20 PM 4: 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NFJ
5-24-96

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

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

ZOO MEDIA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1400 N.W. 122nd Ave. Ft. Lauderdale, FL 33323-2426

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: **John Fitzgerald**
1400 N.W. 122nd Ave. Ft. Lauderdale, FL 33323-2426

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
John Fitzgerald 1400 N.W. 122nd Ave. Ft. Lauderdale, FL 33323-2426

The undersigned incorporator has executed these Articles of Incorporation this 17th day of May, 1996.



Signature

FILED
96 MAY 20 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
Filing Fee - \$35**

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

ZOO MEDIA, INC.

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

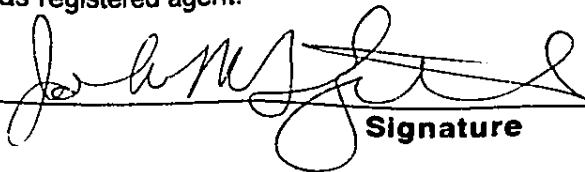
John Fitzgerald
(name)

1400 N.W. 122nd Ave.
(address)

Ft. Lauderdale, FL 33323-2426
(City, State, Zip)

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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 am familiar with and accept the obligations of my position as registered agent.


Signature