

P96000045138

Gold Coast Media, Inc.

May 17, 1996

FILED
MAY 20 PM 3:31
TALLAHASSEE, FLORIDA

3050 Biscayne Boulevard

Suite 700

Miami, Florida 33137

(305) 573-2900

Fax: (305) 576-0358

Delivered by Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: *Blscayne Psyhic Network, Inc.*

100001832041
-05/21/96--01066--020
****131.25 ****131.25

Dear Sir:

Enclosed in connection with the above-referenced company is the original and one (1) copy of the articles of incorporation, and a check for \$131.25 to cover the cost of the filing fee, a certified copy and a certificate.

Also enclosed is the Certificate of Designation of Registered Agent/Registered Office.

Please note that name of the company was reserved by letter dated May 7, 1996, and that the effective date of the incorporation, as set out in the Articles, is May 13, 1996.

Please return the certified copy and certificate to:

Jann Iliff Fisher
3050 Biscayne Boulevard
Suite 700
Miami, Florida
33137

Thank you.

Very Truly Yours,

Jann I. Fisher

Jann I. Fisher
General Counsel

Enclosures

*Done people hall
R96-2513*

D. BROWN MAY 28 1996

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
BISCAYNE PSYCHIC NETWORK, INC.

FILED
JUL 20 PM 3:37
CLERK OF CIRCUIT COURT
MIAMI, FLORIDA

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:

BISCAYNE PSYCHIC NETWORK, INC.

ARTICLE II PRINCIPAL OFFICE

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

3050 Biscayne Boulevard
Suite 700
Miami, Florida 33137

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to issue is: One hundred (100) shares of common stock having a par value of One Dollar (\$1.00) each.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the corporation is 3050 Biscayne Boulevard, Suite 700, Miami, Florida 33137, and the name of the initial registered agent is Jann Iliff Fisher.

ARTICLE V DIRECTORS

The number of directors constituting the initial board of directors is one (1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

Barry Meltzer
3050 Biscayne Boulevard
Suite 700
Miami, Florida 33137

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Jann Iliff Fisher
3050 Biscayne Boulevard
Suite 700
Miami, Florida
33137

ARTICLE VII EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be:
May 13, 1996.

The undersigned incorporator has executed these Articles of Incorporation this 13th day of
May, 1996.


Signature

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

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

1. The name of the corporation is: **BISCAYNE PSYCHIC NETWORK, INC.**
2. The name and address of the registered agent and office is:

Jann Iliff Fisher
3050 Biscayne Boulevard
Suite 700
Miami, Florida
33137

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95 MAY 20 PM 3:37
TALLAHASSEE, FLORIDA

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

Jann Iliff Fisher
(Signature)

Dated: May 13, 1996