

P96000415482

1201 HAVAS STREET
TALLAHASSEE, FL 32301-0007
904-222-0111
904-222-0111 FAX
800-342-8006



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 968761 166767A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 29, 1996
ORDER TIME : 10:17 AM
ORDER NO. : 968761
CUSTOMER NO: 166767A

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 29 PM 3:29

CUSTOMER: Louis C. Arslanian, Esq
LOUIS C. ARSLANIAN, ESQ

500001842826
-05/29/96--01082--011
*****70.00 *****70.00

2205 Hollywood Boulevard
Hollywood, FL 33020

DOMESTIC FILING

NAME: MIAMIDI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

FILED
95 MAY 29 PM 12:12
DIVISION OF CORPORATIONS

JF
5/29/96

ARTICLES OF INCORPORATION

OF

MIAMIDI, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 29 PM 3:29

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation is MIAMIDI, INC.

ARTICLE II. - NATURE OF BUSINESS

The corporation may engage in activity of business which is permitted under the laws of the United States and of the State of Florida.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock without nominal or par value. The consideration to be paid for each share shall be fixed by the Board of Directors. The stock so issued shall be fully paid and non-assessable.

ARTICLE IV. - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V. - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. - PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is 13649 W. Dixie Highway, North Miami, Florida 33261-0968.

The Board of Directors may, from time to time, move the principal office to another location in the State of Florida.

ARTICLE VII. - DIRECTORS

This corporation shall have not less than one director.

ARTICLE VIII. - INITIAL DIRECTORS

The names, titles, and addresses of the first Board of Directors are:

| NAME | TITLE | ADDRESS |
|-----------------|---------------------|--|
| MARIA VASILIVEA | Director/President | 13649 W. Dixie Hwy. N. Miami, FL 33262-0968 |
| MARIA VASILIVEA | Secretary/Treasurer | 13649 W. Dixie Hwy. N. Miami, FL 33262-0968 |

These officers shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX. - SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation are:

| NAME | ADDRESS |
|-----------------|---|
| MARIA VASILIVEA | 13649 W. Dixie Highway N. Miami, FL 33261-0968 |

ARTICLE X. - REGISTERED AGENT AND REGISTERED OFFICE

The name of the Registered Agent is: MARIA VASILIVEA

The address of the Registered Agent is:

13649 W. Dixie Highway
N. Miami, FL 33261-0968

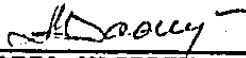
ARTICLE XI. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the Stockholders entitled to vote thereon.

ARTICLE XII.

The Board of Directors, from time to time, shall determine whether and to what extent and what time and place, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to inspection of the Stockholders, and no Stockholder shall have the right to inspect any account or document of the corporation except as permitted by statute, or Board of Directors, or by resolution of the Stockholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation, at Hollywood, Florida, this 24th day of May, 1996, for the uses and purposes aforesaid.

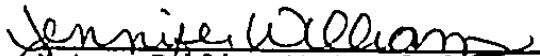


MARIA VASILIVEA (SEAL)

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared MARIA VASIIVEA, to me known to be the person described as a Subscriber and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of May, 1996.


Notary Public, State of Florida
at Large

My Commission Expires:



ACCEPTANCE AS DESIGNATION OF REGISTERED AGENT

THE UNDERSIGNED, having been named to accept service of process for MIAMIDI, INC. at the place designated in this certificate, does hereby accept said designation and agree to act in this capacity and does further agree to comply with the provisions of all statutes relative to the proper and complete performance of the Registered Agent's duties.

Dated this 24th day of May, 1996.



MARIA VASILIVEA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 29 PM 3:29

MIAMIDI
multi-media

13649 West Dixie Highway - Miami, Florida 33161-0968 USA

☎ : (305) 892-6434 / Inter. : (305) 892-8185 / Fax : (305) 892-8408

P96000045482

September 10, 1997

Dear Sirs/Madams;

Please process the enclosed form for a name change of our Corporation.

This change is as per our Article 1.

The new name will be:

MIACOM, Inc.

000002291560--7
-09/12/97--01059--001
*****49.75 *****49.75

Enclosed please find a check for \$43.75

This is \$35.00 for filling fee,

and \$8.75 for a certificate of status.

Thank you in advance.

Maria Vasilieva
Maria Vasilieva

9-10-97
Date

Director/President

FILED
97 SEP 25 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 SEP 25 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAV
9/25

N/C Amend

MIAMIDI multi-media

P.O. Box 610968, Miami, FL. 33261-0968 USA

Letter attached

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 SEP 25 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIAMIDI, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 1 IS BEING AMENDED.

THE NEW NAME OF CORPORATION
WILL BE:

MIACOM, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 9-10-97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

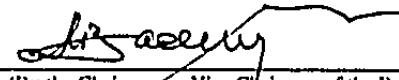
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10th day of SEPTEMBER, 19 97.

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MARIA VASILIEVA

Typed or printed name

DIRECTOR / PRESIDENT / INCORPORATOR

Title

MIAMIDI
multi-media

13649 West Dixie Highway - Miami, Florida 33161-0968 USA

☎ : (305) 892-6434 / Inter. : (305) 892-8185 / Fax : (305) 892-8408

Ms. Teresa Brown;

September 22, 1997

We at MIAMIDI, Inc. filed for a name change and received a letter from you that the name we have chosen was not acceptable.

As per our conversation this day, I am writing you as per your instructions.

We are aware that there is a company called "MIACON, INC., but since we want a different name there should be no problem in resolving this issue.

The name that we are applying for is "MIACOM, Inc. as you see the two names are

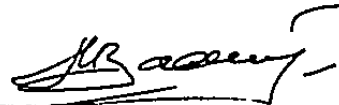
different. The difference is: **MIACOM, Inc.**
MIACON, Inc.

We at MIACOM, Inc. are in the communications business, and the people at MIACON, Inc. are in the construction business.

Since there was a company called Miacom, Inc. in the past and they let their name expire over a year ago we don't see any problems with using that name.

We are aware of what we are doing, and will not hold your department responsible for issuing us the name "MIACOM, Inc.

Thank you in advance.



Maria Vasilieva (president/director)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 18, 1997

MARIA VASILIEVA
MIAMIDI, INC.
13649 W. DIXIE HIGHWAY
MIAMI, FL 33161-0968

SUBJECT: MIAMIDI, INC.
Ref. Number: P96000045482

We have received your document for MIAMIDI, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 297A00046390