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JUL-10-1996 17:17 FAX: (904) 922-4000
TO: DIVISION OF CORPORATIONS
E DEPARTMENT OF STATE
STATE OF FLORIDA
GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
MIAMI FL 33135-33166-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MEGMEDIA PRODUCTIONS, INC.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 12, 1996

EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER STREET
SUITE 200
MIAMI, FL 33166

SUBJECT: MEGAMEDIA PRODUCTIONS, INC.
REF: W96000014577

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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 (904) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: M96000009603
Letter Number: 696A00033910

ARTICLES OF INCORPORATION

OF

MEGMEDIA PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these *Articles of Incorporation* a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **MEGMEDIA PRODUCTIONS, INC.**, and the address shall be 2245 Biscayne Bay Drive, North Miami, FL.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is sixty (60) shares of common stock having no par value.

ARTICLE IV. ADDRESS

The street address of the initial registered Agent of the corporation is **Alexander M. Rosenfeld, Rosenfeld & Stein, P.A. 18260 N. E. 19th Avenue, North Miami Beach, Florida 33162.**

FILED BY:

Gregg Dreilinger, Esq.

Fla. Bar No. 0025615

18260 N.E. 19th Ave., #202

N. Miami Bch., FL 33162

(305) 940-8080

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VII. DIRECTORS

This corporation shall initially have two (2) directors. The names and address of the initial members of the Board of Directors are:

MARGARET PORTER BERNIS
2245 Biscayne Bay Drive
North Miami, FL

GARY M. BERNIS
2245 Biscayne Bay Drive
North Miami, FL

ARTICLE VIII. OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Secretary : **MARGARET PORTER BERNIS**
2245 Biscayne Bay Drive
North Miami, FL

Vice President/Treasurer: **GARY M. BERNIS**
2245 Biscayne Bay Drive
North Miami, FL

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ARTICLE IX. SUBSCRIBER

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

MARGARET PORTER BERNES, 2245 Biscayne Bay Drive, North Miami, FL

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 10
day of July, 1996.



MARGARET PORTER BERNES

STATE OF FLORIDA)

COUNTY OF DADE)

SS:

The foregoing instrument was acknowledged before me this 10 day of July, 1996,
by MARGARET PORTER BERNES.


Notary Public
Print name: GERTRUDE R. GROTT
Personally Known Or Produced Identification X
Type of Identification FL D.L. #B652-575-60-865-0

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Alexander M. Rosenfeld
Registered Agent

Date: July 10, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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