

JUL-16 1996 1616
7/16/96

EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
600 N. GAILER STREET
TALLAHASSEE, FL 32399
FAX: (904) 492-7000

FROM: EMPIRE CORPORATE KIT COMPANY
1292 W. FLAGLER ST.
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MIAMI, FL 33136-9000
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MEDIA MANAGEMENT, INC.
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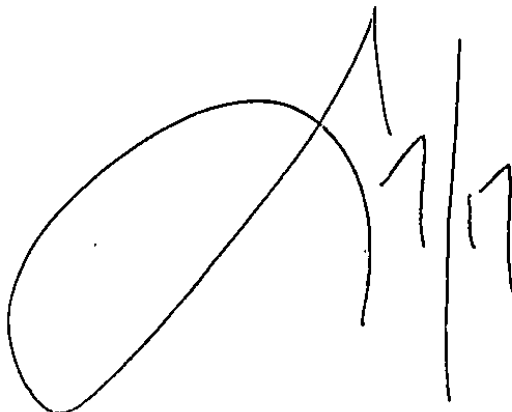
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TALLAHASSEE, FLORIDA



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MEDIA MANAGEMENT, INC.

(NAME OF CORPORATION IN FULL)

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON COMPETENT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION IS:

MEDIA MANAGEMENT, INC.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS AS FOLLOWS: TO CONDUCT BUSINESS IN, HAVE ONE OR MORE OFFICES IN, AND BUY, HOLD, SELL, CONVEY, LEASE OR OTHERWISE DISPOSE OF PERSONAL AND REAL PROPERTY, INCLUDING FRANCHISES, TRADEMARKS, PATENTS, COPYRIGHTS, LICENSES, IN THE STATE OF FLORIDA AND OTHER STATES AND COUNTRIES.

TO CONTRACT DEBTS AND BORROW MONEY, ISSUE, SELL AND PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS, AND EXECUTE SUCH MORTGAGES, TRANSFERS OF CORPORATE PROPERTY, AND OTHER INSTRUMENTS, TO SECURE THE PAYMENT OF CORPORATE INDEBTEDNESS AS REQUIRED.

TO PURCHASE THE CORPORATE ASSETS OF ANY CORPORATION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.

TO GUARANTEE, PURCHASE, ENDORSE, PLEDGE, ACQUIRE OR DISPOSE OF THE SHARES OF CAPITAL STOCK OF, OR ANY BONDS, SECURITIES OR OTHER EVIDENCES OF DEBTNESS, CREATED BY ANY GOVERNMENT, AND WHILE OWNER OF SUCH STOCK, EXERCISE ALL OF THE RIGHTS, POWER AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.

TO OPERATE IN THE INDUSTRY OF ADVERTISING AND MANAGEMENT SERVICES, AND ANY OTHER SIDELINES THAT THE BOARD OF DIRECTORS MAY APPROVE OF FROM TIME TO TIME.

PREPARED BY: OTHEL TURNER & COMPANY, ACCOUNTANTS.
5787 W SUNRISE BLVD
PLANTATION, FL 33313
(954) 583-2205

OTHEL TURNER

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ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK OF THIS CORPORATION AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS FIVE HUNDRED (500) COMMON STOCK, WITH A \$1.00 PAR VALUE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE \$1.00.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS FIVE HUNDRED DOLLARS (\$500.00)

ARTICLE V

THE TERMS OF EXISTENCE OF THIS CORPORATION IS TO BE PERPETUAL.

ARTICLE VI

THE CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLE VII

THE INITIAL POST OFFICE ADDRESS OF THIS CORPORATION IS
20324 HACIENDA COURT
BOCA RATON, FL 33498

PALM BEACH COUNTY OF FLORIDA. THE BOARD OF DIRECTORS, FROM TIME TO TIME, MAY MOVE THE PRINCIPLE OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

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ARTICLE VIII

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

RONALD H. ALARCON _____ PRESIDENT

20324 HACIENDA COURT _____

BOCA RATON, FL 33498 _____

RONALD H. ALARCON _____ V-PRESIDENT

20324 HACIENDA COURT _____

BOCA RATON, FL 33498 _____

RONALD H. ALARCON _____ SECRETARY

20324 HACIENDA COURT _____

BOCA RATON, FL 33498 _____

RONALD H. ALARCON _____ TREASURER

20324 HACIENDA COURT _____

BOCA RATON, FL 33498 _____

ARTICLE IX

THE DIRECTORS OF THIS ARTICLE SHALL BE THE SUBSCRIBERS, AND ANY OTHER SUCH PERSONS AS MY FROM TIME TO TIME BE ELECTED TO MEMBERSHIP BY THE DIRECTORS OF THE CORPORATION.

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ARTICLE X

THE NAMES AND POST OFFICE ADDRESSES OF EACH OF THESE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION, THE NUMBER OF SHARES OF STOCK EACH AGREES TO TAKE AND THE VALUE OF CONSIDERATION THEREFORE (SUM OF WHICH VALUES IS NOT LESS THAN THE AMOUNT OF THE INITIAL CAPITAL SPECIFIED IN ARTICLE IV) ARE:

	SHARES	AMOUNT
RONALD H. ALARCON 20324 HACIENDA COURT BOCA RATON, FL 33498	250	\$250.00

ARTICLE XI

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 STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

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ARTICLE XII

CERTIFICATE DESIGNATING PLACE OF DOMICILE OR BUSINESS OF SERVICE OF PROCESS IN THE STATE OF FLORIDA AND DESIGNATION OF RESIDENT AGENT FOR SERVICE OF PROCESS.

IN PURSUANCE OF F.S. 48.091, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

THAT DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH THE FOLLOWING PERSON DESIGNATED AS AGENT TO ACCEPT SERVICE OF PROCESS. OTHEL TURNER ADDRESS: 5787 W SUNRISE BLVD, PLANTATION, FL 33313

ACKNOWLEDGEMENT

HAVING BEEN NAMED BY THE ABOVE CORPORATION TO ACCEPT SERVICE OF PROCESS DESIGNATED IN THE ABOVE CERTIFICATE, I HEREBY AGREE TO ACT IN SAID CAPACITY AND TO COMPLY WITH TH PROVISIONS OF KEEPING SAID OFFICE OPEN.

BY: 

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OFFICER'S SIGNATURES

R. H. Alarcon
RONALD H ALARCON

(SIGNATURE)

(SIGNATURE)

(SIGNATURE)

STATE OF FLORIDA)
COUNTY OF BROWARD) SS

BEFORE ME, THE UNDERSIGNED AUTHORITY, DULY AUTHORIZED TO TAKE OATHS
AND RECEIVE ACKNOWLEDGEMENTS, PERSONALLY APPEARED RONALD H. ALARCON
TO ME THE PERSON(S) DESCRIBED AS SUBSCRIBER(S) IN THE WHO EXECUTED
THE FOREGOING ARTICLES OF INCORPORATION.

WITNESS MY HAND AND SEAL THIS _____ DAY OF _____, 1996

AT LARGE MY COMMISSION EXPIRES: _____ NOTARY PUBLIC, STATE OF FLORIDA

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96 JUL 17 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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