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LAW OFFICE
OF ALAN E. GREENFIELD, P.A.
ATTORNEY AT LAW
2800 DOUGLAS ROAD
BARNETT BANK BUILDING • SUITE 911
CORAL GABLES, FLORIDA 33134

TELEPHONE: (305) 442-1731
(305) 443-2777

FAX: (305) 443-0710

July 5, 1996

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

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-07/09/96--01129--001
***122.50 ***122.50

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation of AmeriMedia, Corp. together with my check in the sum of \$122.50 to cover the cost of filing same, a certified copies of the Charter and resident agent fees.

Please return the copies to my office. Thank you for your continued cooperation.

Very truly yours,


ALAN E. GREENFIELD

encls: (as stated)

cc: clients

FILED
56 JUL 23 PM 12:51
CLERK OF COURT
TALLAHASSEE, FLORIDA

759.502-682
W96-14467

7/23/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 10, 1996

ALAN E. GREENFIELD, P.A.
2600 DOUGLAS ROAD
BARNETT BANK BUILDING, SUITE 911
CORAL GABLES, FL 33134

SUBJECT: AMERIMEDIA, CORP.
Ref. Number: W96000014467

We have received your document for AMERIMEDIA, CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Neysa Culligan
Document Specialist

Letter Number: 096A00033663

ARTICLES OF INCORPORATION
OF
AmeriMedia Productions, Corp.

ARTICLE I

NAME: The name of this corporation is AmeriMedia Productions, Corp.

ARTICLE II

COMMENCEMENT OF EXISTENCE: This corporation shall commence to exist on the date filed with the Secretary of State.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue 500 shares of \$1.00 par value common stock, which shall be the only class of shares.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, or class of service as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the principal office of this corporation is 2600 Douglas Road, Suite #911, Coral Gables, Florida 33134.

The name of the initial registered office and initial registered agent of this corporation is ALAN E. GREENFIELD, Esq., 2600 Douglas Road, Suite #911, Coral Gables, Florida 33134.

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>NAME</u>		<u>ADDRESS</u>
ALAN E. GREENFIELD	- President, Secretary & Treasurer	2600 Douglas Road Suite #911 Coral Gables, FL 33134

ARTICLE VIII

INCORPORATORS: The name and address of the person signing these Articles of Incorporation is:

ALAN E. GREENFIELD	-	2600 Douglas Road Suite #911 Coral Gables, Florida 33134
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ARTICLE IX

INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation this 18 day of July 1996.



ALAN E. GREENFIELD

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ALAN E. GREENFIELD, to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 18 day of July, 1996.



NOTARY PUBLIC
State of Florida at large



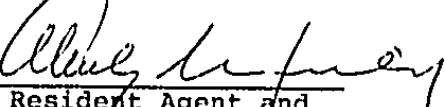
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE MADE.

Pursuant to Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

First, that AmeriMedia Productions, Corp. with its
principal office, located at 2600 Douglas Road, Suite #911, Coral
Gables, FL 33134 has named ALAN E. GREENFIELD, located at 2600
Douglas Road, Suite #911, Coral Gables, Florida 33134, as its agent
to accept service of process within this state.

Having been named to accept service of process for the
above-stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act.

ALAN E. GREENFIELD


Resident Agent and
Registered Agent

FILED
96 JUL 23 PM 12:51
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA