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Irena Mandelbaum
1225 Haverhill Road
West Palm Beach, FL 33417
(561) 689-7085

FILED
96 SEP -9 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 5, 1996

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

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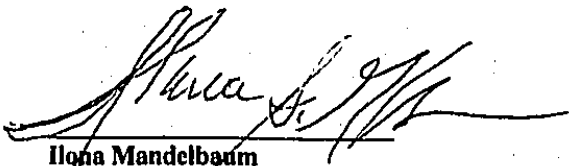
RE: INCORPORATION OF
MARKET MAKER MEDIA, INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of **MARKET MAKER MEDIA, INC.**

Also find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated.

Sincerely,



Irena Mandelbaum
1225 Haverhill Road
West Palm Beach, FL 33417

PK
9/10/96

ARTICLES OF INCORPORATION

OF

MARKET MAKER MEDIA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is **MARKET MAKER MEDIA, INC.,**

The principal address of the corporation is:
1225 Haverhill Road, West Palm Beach, FL 33417.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for Which corporations May be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) of \$0.01 par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 1225 Haverhill Road, West Palm Beach, FL 33417, and the name of its initial registered agent at such address is **Ilona Mandelbaum.**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Ilona Mandelbaum

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ARTICLE SEVEN

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The number of directors constituting the initial board of directors is one (1), and the name and address of the STATE person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name

Mailing Address

Rona Mandelbaum

1225 Haverhill Road
West Palm Beach, FL 33417

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

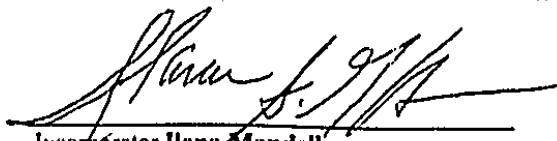
The name and address of each incorporator is:

Name

Mailing Address

Rona Mandelbaum

1225 Haverhill Road
West Palm Beach, FL 33417


Incorporator Rona Mandelbaum

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.