

PA6000079664

Alex Zavallos  
Marc Horta Design & Comm. Group  
10500 S.W. 134th Street  
Miami, Fla. 33176

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ZMA Media Inc. 800001954268  
(Corporation Name) (Document #)  
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| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |  |
|--------------------------|--|
| <input type="checkbox"/> | Amendment                              |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent             |
| <input type="checkbox"/> | Dissolution/Withdrawal                 |
| <input type="checkbox"/> | Merger                                 |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 23 PM 2:08

**Articles of Incorporation  
of  
ZMA Media, Inc.**

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DIVISION OF CORPORATIONS  
96 SEP 23 PM 2:08

**THE UNDERSIGNED**, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**WITNESSETH:**

**ARTICLE I  
NAME**

The name of the Corporation is:

**"ZMA Media, Inc."**

**ARTICLE II  
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III  
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business

**ARTICLE IV  
CAPITAL STOCK**

This Corporation is authorized to issue 7,500 shares, one dollar per value, which shall be designated as common stock.

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*This instrument is the property of Diversified Corporate Consulting Group, LLC, a Delaware limited liability company, and has been licensed for use by ZMA Media, Inc., only for its own corporate governance purposes. No one may utilize this form or any derivations thereof without the prior written consent of Diversified Corporate Consulting group, LLC.*

**ARTICLE V**  
**QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of stockholders.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE, REGISTERED AGENT & PRINCIPAL ADDRESS**

**6.1 Registered Office & Registered Agent**

The street address of the initial registered office of this corporation is 10500 Southwest 134<sup>th</sup> Street, Suite 2000; Miami, FL 33176, and the name of the initial registered agent of this Corporation as such address is Alejandro R. Zevallos.

**6.2 Principal Office & Mailing Address**

The street address of the initial principal office and principal mailing address will be at 10500 Southwest 134<sup>th</sup> Street, Suite 2000; Miami, Florida 33176. Its initial telephone number will be (305) 235-0704.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial director of the Corporation is as follows:

Alejandro R. Zevallos  
10500 Southwest 134<sup>th</sup> Street; Miami, Florida 33176

**ARTICLE VIII**  
**INCORPORATORS**

The name and address of the Corporation's incorporator is:

Alejandro R. Zevallos  
10500 Southwest 134<sup>th</sup> Street, Suite 2000; Miami, Florida 33176

**ARTICLE IX  
INDEMNIFICATION**

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE X  
LIMITATION ON CORPORATE ACTIONS**

Except as reflected in resolutions adopted by the Corporation's stockholders:

- (a) No shares of the Corporations capital stock may be issued;
- (b) No bylaws may be adopted or repealed;
- (c) No officers or directors may be elected.

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DIVISION OF CORPORATIONS  
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IN WITNESS WHEREOF, I have subscribed my name this 19<sup>th</sup> day of  
September, 1996.

STATE OF FLORIDA ) ss  
COUNTY OF DADE )

Subscribed to and sworn to before me

this 19 day of September 1996

Signed, Sealed & Delivered  
In our Presence

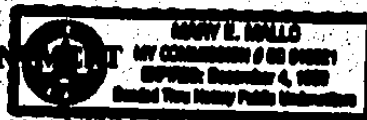
Mary E. Muller  
Notary Public

M. Hoffmann  
Elizabeth Zevallos



Alejandro R. Zevallos  
Incorporator

**REGISTERED AGENTS ACCEPTANCE OF APPOINTMENT**



THE UNDERSIGNED being familiar with the duties and responsibilities of a registered agent, hereby accepts appointment as registered agent for ZMA Media, Inc.

M. Hoffmann  
Elizabeth Zevallos

Alejandro R. Zevallos  
Alejandro R. Zevallos