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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.  
CONTACT: JOHNNY C RODRIQUEZ  
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-0686

NAME: THE MEDIA PARTNERSHIP, INC.

AUDIT NUMBER.....H96000015363

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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PAGES..... 4

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Articles of Incorporation  
of  
The Media Partnership, Inc.

Article I. Name

The name of this Florida corporation is:  
The Media Partnership, Inc.

Article II. Address

The mailing address of the Corporation is:  
The Media Partnership, Inc.  
3200 North Military Trail, Suite 400  
Boca Raton FL 33431

Article III. Capital Stock

The Corporation shall have the authority to issue 1,500 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:  
Jeff Toffler  
3200 North Military Trail, Suite 400  
Boca Raton FL 33431

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

American Incorporators, Ltd.  
1220 North Market Street, Suite 606  
Wilmington, DE 19801  
302-421-5752

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Jeff Toffler

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective October 31, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on October 31, 1996

Corporate Creations International Inc.

By: 

Luis A. Uriarte Vice President

10/31/96 18:14 FAX

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**  
The Media Partnership, Inc.

**REGISTERED AGENT:**  
Jeff Toffler  
3200 North Military Trail, Suite 400  
Boca Raton FL 33431

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Jeff Toffler  
Jeff Toffler

Date: October 31, 1996

American Incorporators, Ltd.  
1220 North Market Street, Suite 808  
Wilmington, DE 19861  
302-421-8782

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