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CORPORATION OUTFITS

Corporation Service for Attorneys

STOCK AND BOND CERTIFICATES
MINUTE BOOKS, SEAL

M. BURR KEIM COMPANY

105 NORTH WATTS STREET
PHILADELPHIA, PA 19107-1983
(215) 563-8113
(FAX) (215) 977-9386
1-800-533-8113

October 29, 1996

EXPEDITED SERVICES
Office of the Secretary of State
409 East Gaines Street
Tallahassee, FL 32301

RE: MEDIA MASTERS, INC.

300001936093--6
-11/05/96--01104--009
*****78.75 *****78.75

Ladies/Gentlemen:

Enclosed are Articles of Incorporation, Certificate of Designation Registered Agent/Office and our check in the amount of \$78.75 to cover the filing fee for the above proposed corporation.

Please expedite the filing and return the Certificate of Status to us as soon as possible.

Very truly yours,

M. BURR KEIM COMPANY


Robert Worthington

RW:sl
Enclosure

NOV 6 1996

BSB

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

of

MEDIA MASTERS, INC.

FILED

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The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MEDIA MASTERS, INC.

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be:

17873C Thelma Avenue, Jupiter, FL 33458

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Twenty Five Hundred (2,500) Shares Without Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Angela Manfredi, 17873C Thelma Avenue, Jupiter, FL 33458.

ARTICLE V INITIAL DIRECTORS

The name and address of the initial director is:

Angela Manfredi
17873C Thelma Avenue
Jupiter, FL 33458

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Angela Manfredi
17873C Thelma Avenue
Jupiter, FL 33458

The undersigned has executed these Articles of Incorporation this 21st day of October, 1996.


Angela Manfredi
Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MEDIA MASTERS, INC.
2. The name and address of the registered agent and office is:

Angela Manfredi 17873C Thelma Avenue
Jupiter, FL 33458

Signature

Angela Manfredi
Angela Manfredi

Title: Incorporator

Date: October 21, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Angela Manfredi
Angela Manfredi

Date: October 21, 1996