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TRANSMITTED LETTER

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

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-11/13/96--01186--014
****122.50 ****122.50

SUBJECT: Filing Articles of Incorporation

I enclose an original and 1 copy(ies) of the
Articles of Incorporation for the above corporation and a
check in the amount of \$ 122.50.

From:

Name

Beverly A. Morris

Address

1801 N. Roosevelt Blvd

City

Key West, FL

State

zip

(305)

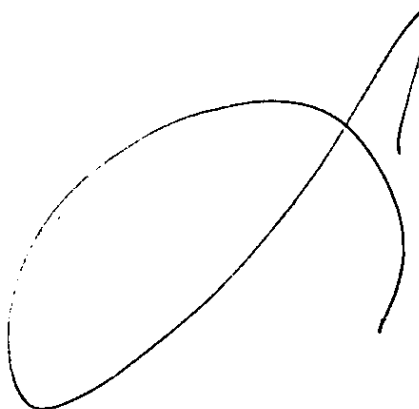
292-6300

Telephone Number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

 11/14

ARTICLES OF INCORPORATION
OF
MEDIASOURCE INTERNATIONAL, INC.

ARTICLE I NAME

The name of the corporation shall be:

MEDIASOURCE INTERNATIONAL, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

**1107 KEY PLAZA # 243
KEY WEST, FL 33040**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000). Such shares shall be of a single class and shall have NO par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**MICHELLE C. CLAUSON
422 FLEMING ST.
KEY WEST, FL 33040**

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TALLAHASSEE FLORIDA

ARTICLE V INCORPORATOR

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

BEVERLY A. MORRIS
1801 N. ROOSEVELT BLVD
#25 MARLIN PIER
KEY WEST, FL 33040

ARTICLE VI DIRECTOR

The corporation shall have ONE director. The name and address of the initial director of the corporation is :

BEVERLY A. MORRIS
1801 N. ROOSEVELT BLVD
#25 MARLIN PIER
KEY WEST, FL 33040

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

The undersigned has executed these Articles of Incorporation this 8th day of Nov 1996

+ Beverly A. Morris
BEVERLY A. MORRIS, INCORPORATOR

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:

MEDIASOURCE INTERNATIONAL, INC.

2. the name & address of the registered agent & office is:

MICHELLE C. CLAUSON
422 FLEMING ST.
KEY WEST, FL. 33040

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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 am familiar with and accept the obligations of my position as registered agent.

DATED

11/8/96


REGISTERED AGENT