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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: SCHARLIN, LANZETTA, COHEN, COBB & EBIN
CONTACT: CONNIE CONTRATA
PHONE: (305) 358-4222

ACCT#: 075444001523

FAX #: (305) 358-0602

NAME: BOXER MEDIA, INC.

AUDIT NUMBER.....H96000016468

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

CERT. OF STATUS..0

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SCHARLIN, LANZETTA, COHEN, COBB & EBIN
SUITE 400 - UNITED NATIONAL BANK BUILDING
1399 S.W. FIRST AVENUE
MIAMI, FL 33130
(305) 358-4222
FAX 358-0602

PLEASE DELIVER THE FOLLOWING MATERIAL AS SOON AS POSSIBLE TO:

COMPANY: Secretary of State

ATTENTION: Dana Calloway

TELECOPY #: 904-922-4001

FROM: Thomas C. Cobb

RE: Boxer Media, Inc.

DATE SENT: November 25, 1996 TIME SENT: _____

FILE #: New

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Dione Jacobs
TELECOPIER OPERATOR

PLEASE CALL (305) 358-4222 IMMEDIATELY IF NOT RECEIVED PROPERLY.

NOTE: Attached are the corrected Articles of Incorporation for
Boxer Media, Inc. Thanks for your assistance.

The information contained in this facsimile message is attorney privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please immediately return the original message to us at the above address via the U.S. Postal Service. Thank you.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 21, 1996

SCHARLIN, LANZETTA, COHEN, COBB & EBIN

SUBJECT: BOXER MEDIA, INC.
REF: W96000024729

*These are the
extent required
by law.*

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H96000016468
Letter Number: 096A00053059

for # 904-487-6013
for # 904-487-4001

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**ARTICLES OF INCORPORATION
OF
BOXER MEDIA, INC.**

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Florida Statutes, Chapter 607.

ARTICLE I

NAME

The name of this corporation shall be as set forth above.

ARTICLE II

GENERAL NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

Preparer:
Thomas C. Cobb, Esquire
1399 S.W. First Ave., 4th Fl.
Miami, Florida 33130
(305) 358-4222
FL Bar No.: 113517

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ARTICLE IV

TERM OF EXISTENCE

This corporation shall commence its existence on November 21, 1996 and shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

THOMAS C. COBB
1399 S.W. First Avenue
Suite 400
Miami, Florida 33130

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTORS

The name of the initial director and president of this Corporation and his street address is:

Philip L. Levine
960 Alton Road
Miami Beach, Florida 33139

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The person named as the initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

PRINCIPAL OFFICE

The principal office of the corporation is as follows:

960 Alton Road
Miami Beach, Florida 33139

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

THOMAS C. COBB
1399 S.W. First Avenue
Suite 400
Miami, Florida 33130

ARTICLE X

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

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ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 21st day of November, 1996.



Thomas C. Cobb

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the following is submitted, in compliance with said Statutes:

That BOXER MEDIA, INC., desiring to organize under the laws of the State of Florida, has named THOMAS C. COBB, located at 1399 S.W. First Avenue, Suite 400, Miami, Florida 33130, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.

Thomas Cobb

THOMAS C. COBB

I:\TCC\ON-BOARD\DMZ-AOT

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