

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171
904-222-0391 FAX

800-342-8086



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

P96000103021

ACCOUNT NO. : 072100000032

REFERENCE : 198501 81740A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 23, 1996

ORDER TIME : 9:14 AM

ORDER NO. : 198501-005

CUSTOMER NO: 81740A

300002095869--4
-12/23/96--01015--012
****122.50 ****122.50

CUSTOMER: Marguerite Shaffer, Legal Asst
ROGER L. SHAFFER, ESQ

Suite 270
2500 N. Military Trail
Boca Raton, FL 33431

DOMESTIC FILING

NAME: MEDIA WAREHOUSE PARTNERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
96 DEC 23 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc 12/23/96
RECEIVED
96 DEC 23 AM 9:50
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
Media Warehouse Partners, Inc.

FILED
96 DEC 23 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is Media Warehouse Partners, Inc. The mailing address of the corporation is 6401 E. Rogers Circle, Suite 9, Boca Raton, Florida 33487.

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of Ten Cents (\$.10) par value common stock which shall be designated "Common Shares".

ARTICLE V: PRE-EMPTIVE RIGHTS

Every share holder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2500 N. Military Trail, Suite 270, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is Roger L. Shaffer.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Rick Carta, Jr.
6401 E. Rogers Circle, Suite 9
Boca Raton, Florida 33487

ARTICLE VIII: INCORPORATOR

The name and address of the person signing these Articles is:

Roger L. Shaffer, Jr.
2500 N. Military Trail, Suite 270
Boca Raton, Florida 33431

ARTICLE IX: INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of December, 1996.



Roger L. Shaffer, Jr.

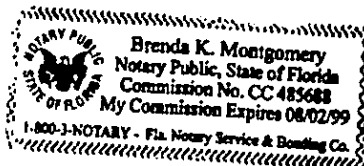
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared Roger L. Shaffer, Jr., who is personally known to me to be the person described in, or who produced as identification _____, and who executed the foregoing Articles of Incorporation and who took an oath and acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid this 20 day of December, 1996.


Notary Public

My Commission Expires:



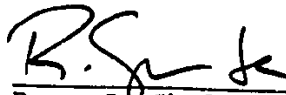
FILED

REGISTERED AGENT CERTIFICATE

96 DEC 23 PM 1:56

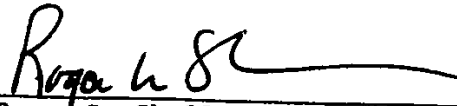
In pursuance of Chapters 48.091 and 607.0501, ^{SECTION} Florida
Statutes, the following is submitted:

That Media Warehouse Partners, Inc. desiring to organize or
qualify under the laws of the State of Florida, with its principal
place of business in the City of Fort Lauderdale, State of Florida,
has named Roger L. Shaffer, 2500 N. Military Trail, Suite 270, Boca
Raton, Florida 33431 as its agent to accept service of process
within the State of Florida.



Roger L. Shaffer, Jr.
Incorporator
Dated: 12.20.96

Having been named to accept service of process for the above
stated corporation at the place designated in this Certificate, I
hereby acknowledge that I am familiar and accept the obligations
of registered agent.



Roger L. Shaffer
Registered Agent
Dated: 12.20.96