

P97000007940

December 8, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
Attention: New Filings

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-12/17/96--01142--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed, please find the Articles for the Incorporation of Legal Media Resources, Inc. and a check for the amount of Seventy Dollars (\$ 70.00) to cover filing fees.

Thank you for your assistance, should there be any problems in the filling of these documents, please do not hesitate contacting the Incorporator of this Corporation at the number listed below.

Sincerely



Anthony Broad, Incorporator

Telephone (305) 682-8721

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FILED  
97 JAN 28 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 28



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 19, 1996

ANTHONY BROAD  
19422 EAST COUNTRY CLUB DRIVE  
AVENTURA, FL 33180

SUBJECT: LEGAL MEDIA RESOURCES, INC.  
Ref. Number: W96000026663

We have received your document for LEGAL MEDIA RESOURCES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 796A00056641

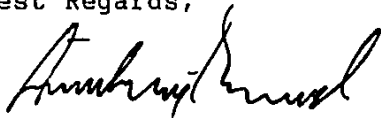
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314  
Attention: Brenda Baker  
*Ref: W9600002663*  
Dear Brenda:

January 22, 1997

Please excuse the delay in refiling the documents, I had a nasty virus on my computer. As you can see the beauty of the type written word is not as nice as the modern computer.

Thank you for extending the opportunity to refile these Incorporation Documents.

Best Regards,



Anthony Broad

**Articles of Incorporation  
of**

**Legal Media Resources, Inc.**

**FILED**  
97 JAN 28 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for Profit under Chapter 607 of the Florida Statutes.

**Article I - Name**

The name of the Corporation is **Legal Media Resources, Inc.**  
(hereinafter, "Corporation").

**Article II - Purpose of Corporation**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**Article III - Principal Office**

The address of the principal office of this corporation is 19422 East Country Club Drive, Aventura, Florida 33180 and the mailing address is the same.

**Article IV - Incorporator  
AND REGISTERED AGENT AND OFFICE**

The name and street address of the incorporator of this Corporation is:

Anthony E. Broad  
19422 East Country Club Drive  
Aventura, Florida 33180

**Article V - Officers**

The officers of the Corporation shall be:

President:	Anthony Broad
Vice-President:	Gabriel Guzman
Treasurer:	Madeline Del Sol
Secretary:	Melissa Sheppard

## **Article VI - Directors**

The Directors of the Corporation shall be:

Gabriel Guzman  
and  
Anthony Broad

## **Article VII - Corporate Capitalization**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **Ten Thousand ( 10,000 )** shares of common stock, each share having the per value of **One Dollar ( \$ 1.00 )**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

7.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **Article VIII - Sub-Chapter S Corporation**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **Article IX - Powers of Corporation**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable laws or these Articles of Incorporation.

#### **Article X - Term of Existence**

This Corporation shall have perpetual existence.

#### **Article XI - Registered Owners**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on part of any other person, whether or not the Corporation shall have notice thereof.

### **Article XII - Bylaws**

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

### **Article XIII - Effective Date**

These Articles of Incorporation shall be effective immediately upon the approval of the Secretary of State, State of Florida.

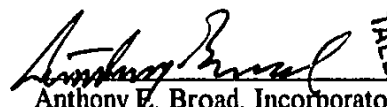
### **Article XIV - Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon the shareholders in these Articles of incorporation or any amendment hereto are granted subject to this reservation.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Anthony Broad

In witness whereof, I have hereunto set my hand and seal, acknowledged and filled the foregoing Articles of Incorporation under the laws of the State of Florida, this December 6, 1996.

  
Anthony E. Broad, Incorporator

**FILED**  
97 JAN 28 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA