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January 24, 1996

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*****78.75 *****78.75

Florida Dept. of Revenue
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

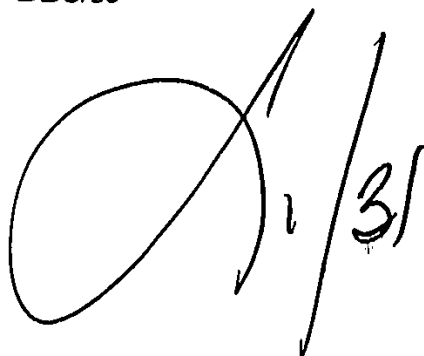
Enclosed please find "signed" Article of Incorporation for Genesis
Media Services, Inc.

For questions or additional information, please contact me at
(813) 399-8076 or 7901 Seminole Mall, Seminole, Florida 33772.

Sincerely,


Dan Carelli

DBC/sc



97 JAN 27 PM 1:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLES OF INCORPORATION

of

GENESIS MEDIA SERVICES, INC.

97 JAN 27 PM 1:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned for the purpose of forming a corporation under the Florida Business Corporation Act, hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on Corporations pursuant to the provisions thereof, and do hereby make, subscribe, certify and acknowledge and file these Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of this corporation shall be: GENESIS MEDIA SERVICES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:
7901 Seminole Mall, Seminole, FL 33772.

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Hundred (100) all of which shall be common shares with a par value of None.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Dan Carelli
7901 Seminole Mall
St. Petersburg, FL 33772

ARTICLE V - DIRECTORS

The corporation shall be authorized to conduct business with one (1) or more directors; the beginning number of directors shall be ~~two (2)~~ in number, which number may be changed at any special or general meeting of the stockholders. The name and address of the first board of directors is:

NAME	ADDRESS
<u>Dan Carelli</u>	<u>7994 11th Ave. S. St. Petersburg, FL 33707</u>
<u>Martin Binder</u>	<u>14755 Feather Cove Lane, Clearwater, FL 34622</u>

ARTICLE VI - INCORPORATOR(S)

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

Dan Carelli
7901 Seminole Mall
Seminole, FL 33772

The undersigned incorporator has executed these Articles of Incorporation this

23 day of January, 1997.



Signature

**CERTIFICATE OF DESIGNATION OF
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: GENESIS MEDIA SERVICES, INC.
2. The name and address of the registered agent and office is:
Dan Carelli
7901 Seminole Mall
Seminole, FL 33772

*Having been named as registered agent and to accept service of process for the above
stated corporation 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.*



Signature

FILED
97 JAN 27 PM 1:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA
1/23/97

**WAIVER OF NOTICE
OF
THE FIRST MEETING OF THE BOARD OF DIRECTORS
OF
GENESIS MEDIA SERVICES, INC.**

We, the undersigned, being all the directors of GENESIS MEDIA SERVICES, INC., hereby waive all notice of the first meeting of the Board of Directors of the Corporation and agree and consent that this meeting be held at the offices of the Corporation,
GENESIS MEDIA SERVICES, INC. 7901 Seminole Mall, Seminole, FL 33772
on the 23 day of January, 19 97, at 9AM, for the purpose of holding an organizational meeting of the Corporation and for such other business as may be brought before the meeting or any adjournment thereof.

Dated: 1/23/97

Dan Carelli
Dan Carelli, Director

Martin Z. Binder 1/23/97
Martin Binder, Director