



P97000011694

ACCOUNT NO. : 072100000032

REFERENCE : 243068 100833A

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 70.00

ORDER DATE : January 30, 1997

ORDER TIME : 10:09 AM

ORDER NO. : 243068-005

CUSTOMER NO: 100833A

500002078835--7

CUSTOMER: Laurence A. Grosswald  
MR. LAURENCE A. GROSSWALD

10300 Sunset Drive  
#305  
Miami, FL 33173

DOMESTIC FILING

NAME: MOONSTONE EMEDIA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

EXAMINER'S INITIALS:

FILED  
97 FEB -5 PM 2:43  
RECEIVED  
97 FEB -5 PM 12:09  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

*KR*  
2.5-97

ARTICLES OF INCORPORATION  
OF  
MOONSTONE EMEDIA, INC.

FILED  
97 FEB -5 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MOONSTONE EMEDIA, INC.

The address of the principal office of this corporation shall be 10300 Sunset Drive, #305, Miami, Florida 33173, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 10300 Sunset Drive, #305, Miami, Florida 33173, and the name of the initial registered agent of the corporation at that address is Laurence A. Grosswald.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Laurence A. Grosswald	10300 Sunset Drive, #305
Dir.	Miami, Florida 33173

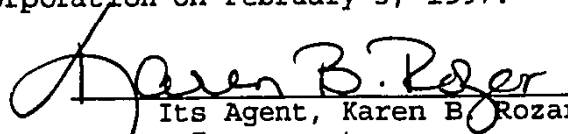
Kenneth Alan Sahr	10300 Sunset Drive, #305
Dir.	Miami, Florida 33173

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these  
Articles of Incorporation on February 5, 1997.

  
Its Agent, Karen B. Rozar  
Incorporator

TFR/RWW


ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Laurence A. Grosswald, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

MOONSTONE EMEDIA, INC.

Laurence A. Grosswald is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:



Typed Name: Laurence A. Grosswald

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA