TRANSMITTAL LETTER MAKKAN IK

Division of Corporation P. O. Box 6327 Tallahassee, FL 32314			81	
SUBJECT:	ROUP ONE (Proposed corpora	MEDIA II		<del></del> -
		40	00002088 -02/17/970 ****131.25	62 <b>44</b> 1010002 ****131.25
Enclosed is an original at	nd one(1) copy of the articles	s of incorporation and a c	check for :	
\$70,00 Filing Fee	S78.75 Filing Fee & Certificate	□\$122.50 Filing Fee & Certified Copy	\$131.25 Filing Fee, Certified Copy & Certificate	
	^-	ADDITIONAL CO	PY REQUIRED	
FROM:	MARIE MOL Name (Printed	-INARO or typed)		
22	358 S·W 6	6H AVE	SEC!	97,1
boo	City, State	2 33428 & Zip	RETARY OF HASSEE P	
	56 - 45 -407 Daytime Telepho	S one number	FLORIDA	

NOTE: Please provide the original and one copy of the articles

## ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

> **ARTICLE 1** NAME

The name of the corporation shall be:

GROUP ONE MEDIA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

MANIE MOLINARO 22358 SW. 664K AVE BOCA RATON FC 33428

> ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

THE CORPORATION IS AUTHORIZED TO ISSUE 100 SHARES OF NO PARVALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES"

INITIAL REGISTERED AGENT AND STREET ADDRESS The name and address of the initial registered agent is:

> MARIE MOLINARO 22358 SW 664K AVE BOCA RATON FL. 33428

## ARTICLE V INCORPORATOR (S)

## See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are)

MARIE MOLINARD 22358 S.W 66th AUE BOCA RATON FL. 33428

The undersigned incorporator(s) has(have) executed these Articles of
Incorporation this 5 day of FORUARY, 1997
(An additional article must be added if an effective date is requested)
Marie Malinar
Signature

Notarization is not required

Signature

Note: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

## 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 GROUP ONE MEDIA, I	UC.
2. The name and address of the registered agent and office is:	
MARIE MOLINARD	97 FEB 14 SECRETARY
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)	PH 12:
BOCA RATION FL. 33428 (CITY/STATE/ZIP)	THE SE

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.

marie molinaro 2/5/97
(SIGNATURE) (DATE)