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3/06/97

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TO: DIVISION OF CORPORATIONS

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FROM: DESANTIS, GASKILL & HUNSTON, P.A.  
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NAME: RAPID MEDIA INTERNATIONAL, INC.

AUDIT NUMBER.....H97000003932

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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3/10/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 7, 1997

DESANTIS, GASKILL & HUNTSON, P.A.

SUBJECT: RAPID MEDIA INTERNATIONAL, INC.  
REF: W97000005388

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Neysa Culligan  
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
RAPID MEDIA INTERNATIONAL, INC.

ARTICLE I. NAME

The name of this corporation shall be RAPID MEDIA INTERNATIONAL, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the FLORIDA DEPARTMENT OF STATE. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State Of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State Of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

- A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board Of Directors, except as otherwise herein provided or reserved to the holders of common stock.

DeSantis, Gaskill,  
Smith & Shonkman, P.A.  
11891 US Highway One  
North Palm Beach, FL 33408  
Steven L. Robbins, Esq./FL Bar No. 710288  
561-622-2700

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- B. 1. As indicated above, the number of members of the Board Of Directors may be increased from time to time, as provided in this corporation's bylaws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board Of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows:

Alexis A. Athineos

11911 U.S. Highway One  
North Palm Beach, FL 33408ARTICLE VII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of not less than a majority of directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

ARTICLE VIII. INDEMNIFICATION

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

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office is 11911 U.S. Highway One; North Palm Beach, FL 33408. The address of this corporation's initial registered office, and the name of the individual who shall serve as this corporation's initial registered agent at that address is:

Steven L. Robbins, Esq.  
11891 U.S. Highway One  
North Palm Beach, FL 33408

DeSantis, Gaskill,  
Smith & Shankman, P.A.  
11891 US Highway One  
North Palm Beach, FL 33408  
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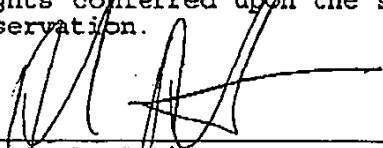
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ARTICLE X. INCORPORATOR

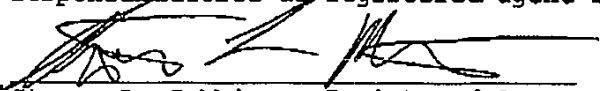
The name and address of the individual who shall serve as this corporation's incorporator is: Alexis A. Athineos; 11911 U.S. Highway One; North Palm Beach, FL 33408.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

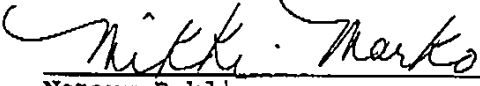
  
Alexis A. Athineos - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of RAPID MEDIA INTERNATIONAL, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the Corporation.

  
Steven L. Robbins - Registered Agent

State of FLORIDA  
County of PALM BEACH COUNTY

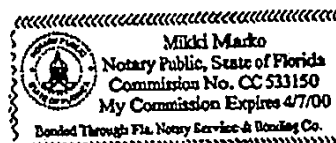
On March 6, 1997, STEVEN L. ROBBINS, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who <sup>is</sup> personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation.

*ALEXIS A. ATHINEOS*  
  
Notary Public

(Notary Public - Printed or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)



DeSantis, Gaskill,  
Smith & Shenkman, P.A.  
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North Palm Beach, FL 33408  
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