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March 13, 1997

Florida Department of State
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 17 AM 9:04

RE: Tin Woman New Media, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for Tin Woman New Media, Inc., and a check in the amount of \$122.50 which includes the filing fee and a certified copy. Please return the Articles to this office after filing. Thank you.

Very truly yours,



Scot E. Samis

SES/mmb
Enclosure

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****122.50 ****122.50

by
3/21

ARTICLES OF INCORPORATION
OF

TIN WOMAN NEW MEDIA, INC.

FILED STATE
SECRETARY OF CORPORATIONS
97 MAR 17 AM 9:04

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TIN WOMAN NEW MEDIA, INC.

The principal place of business of this corporation shall be 315 - 11th Avenue, NE, St. Petersburg, FL 33701.

ARTICLE II. NATURE OF BUSINESS

The practice of multi-media production, promotion and related creative products and services and to engage or transact in any or all lawful activities or business permitted under the laws pertaining to corporations in the State of Florida or the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 315 - 11th Avenue, NE, St. Petersburg, FL 33701, and name of the initial registered agent of the corporation at that address is Lisa Moody.

ARTICLE V. TERM OF EXISTENCE

This corporation is to begin immediately and exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporators that the corporation will elect to be taxes as an S corporation under the terms of Sections 1361, et seq., Internal Revenue Code of 1986. Initial stock shall be designated as section 1244 stock.

ARTICLE VII. DIRECTORS

This corporation shall have one director initially. The name and street address of the initial member of the Board of Directors is:

Lisa Moody
315 - 11th Avenue, NE
St. Petersburg, FL 33701

ARTICLE VIII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Lisa Moody, President/Secretary
315 - 11th Avenue, NE
St. Petersburg, FL 33701

ARTICLE IX. SUBSCRIBER

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

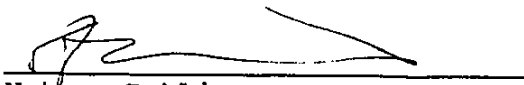
Lisa Moody
315 - 11th Avenue, NE
St. Petersburg, FL 33701

IT WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 13th day of March, 1997.


LISA MOODY

STATE OF FLORIDA
COUNTY OF PINELLAS

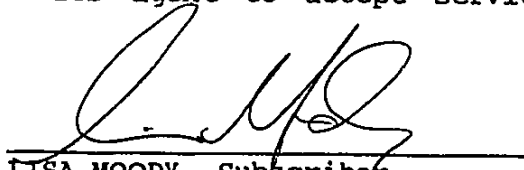
The foregoing instrument was acknowledged before me this 13 day of March, 1997.


Notary Public
My Commission expires:

OFFICIAL NOTARY SEAL
SCOT E SAMIS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC429099
MY COMMISSION EXP. FEB. 10, 1999

CERTIFICATE OF DESIGNATING REGISTERED AGENT

TIN WOMAN NEW MEDIA, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named Lisa Moody, with street address at 315 - 11th Avenue, NE, St. Petersburg, FL 33701, as its agent to accept service of process within this State.


LISA MOODY, Subscriber

Dated: 3/13/97

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SECRETARY OF STATE
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ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity this 13th day of March, 1997.


LISA MOODY