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OBERHOLTZER, FILOUS, LESIAK & LEAVER

A LEGAL PROFESSIONAL ASSOCIATION

230 S. COURT STREET

P.O. BOX 220

MEDINA, OHIO 44258-0220

(330) 725-4829

FAX (330) 723-4929

JOHN C. OBERHOLTZER*

THEODORE J. LESIAK

JAMES R. LEAVER

JENNIFER L. HENSAL

CLAYTON J. OBERHOLTZER

(1913-1986)

THOMAS J. FILOUS

(1948-1988)

*ALSO ADMITTED IN FLA.

March 12, 1997

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

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

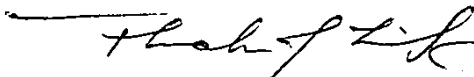
RE: Multi-Media Network Corporation

To Whom it May Concern:

Please find enclosed the Articles of Incorporation, the Certificate of Designation of Registered Agent/Registered Office and a check in the amount of \$78.75 for your filing fee and certificate fee. I have also enclosed a copy to have time-stamped and returned to me in the enclosed envelope with the certificate. If you have any questions, please do not hesitate to contact me. Thank you very much.

Very truly yours,

OBERHOLTZER, FILOUS, LESIAK & LEAVER



Theodore J. Lesiak
Attorney at Law

TJL.: jcs

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 15 AM 7:46

1097-7237
NR

5/4/15

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(1948-1993)

*ALSO ADMITTED IN FLA.

April 10, 1997

Attn: Loria Poole
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Multi-Media Network Corporation of Florida

Ms. Poole:

Please find enclosed the Articles of Incorporation, the Certificate of Designation of Registered Agent/Registered Office which was filed March 28, 1997. If you have any questions, please do not hesitate to contact me. Thank you very much.

Very truly yours,

OBERHOLTZER, FILOUS, LESIAK & LEAVER



Theodore J. Lesiak
Attorney at Law

TJL:jcs

Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 28, 1997

THEODORE J. LESIAK
230 S COURT ST
P.O. BOX 220
MEDINA, OH 44258-0220

SUBJECT: MULTI-MEDIA NETWORK CORPORATION
Ref. Number: W97000007237

We have received your document for MULTI-MEDIA NETWORK CORPORATION and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 697A00015807

**ARTICLES OF INCORPORATION
OF MULTI-MEDIA NETWORK CORPORATION OF FLORIDA**

RECEIVED
DIVISION OF CORPORATE SERVICES
APR 15 AM 7:46 '97

ARTICLE 1 CORPORATE NAME

The name of the Corporation shall be Multi-Media Network Corporation of Florida..

ARTICLE 2 NATURE OF BUSINESS AND POWERS

The nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE 3 CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00).

ARTICLE 4 TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE 5 PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 711 Fifth St. #209 West Wing, Miami Beach, FL 33139.

ARTICLE 6 INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Emily Mack, 711 Fifth St #209 West Wing, Miami Beach, Florida 33139. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE 7 BOARD OF DIRECTORS

This Corporation shall have two directors initially. The numbers of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders but never shall be less than one.

ARTICLE 8 INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

Emily Mack
711 Fifth St. #209 West Wing
Miami Beach, FL 33139

Richard Dwyer
1380 S. West 13th Street
Miami, Florida 33145

The person named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected and have qualified, which ever occurs first.

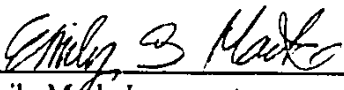
ARTICLE 9 INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Emily Mack, 711 Fifth St. #209 West Wing Miami Beach, FL 33139

ARTICLE 10 AMENDMENT

These Articles of Incorporation may be amended in the matter provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholder's meeting by at least a majority of the stock entitled to vote, unless all Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned Incorporator has executed these Articles of Incorporation this 16 day of March, 1997.




Emily Mack, Incorporator

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 Multi-Media Network Corporation of Florida.
2. The name and address of the initial registered agent is Emily Mack 711 Fifth St.
#209 West Wing Miami Beach, FL. 33139
3. 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 that 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 accept the obligations of my position as registered agent.



Emily Mack
Dated: March 16, 1997

SECRET
DIVISION 15
97 APR 15 AM 7:46
STATE
COMMUNICATIONS