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Sherman & Castro

Attorneys at Law

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 7, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

EXPIRATION DATE  
4-15-97

Re: MASS MEDIA ~~CORP.~~

ENTERPRISES CORP.

To Whom It may Concern:

In reference to the above captioned, enclosed is an original and one copy of the Articles of Incorporation for filing. Also enclosed is a check in the sum of \$122.50 to cover your fee for same. Please forward a copy of the filed Articles of this corporation to the undersigned at your earliest convenience.

Thank you for your attention to this matter. Should you have any questions regarding the foregoing, please contact me.

Sincerely,

  
Barbara Sanjurjo  
Legal Assistant

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-04/08/97--01095--011  
\*\*\*\*122.50 \*\*\*\*122.50

JEC/bs  
ENCLS.

W97-8236  
PK 4/16/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 9, 1997

SHERMAN & CASTRO  
28 ALMERIA AVE  
CORAL GABLES, FL 33134

SUBJECT: MASS MEDIA CORP.  
Ref. Number: W97000008236

We have received your document for MASS MEDIA CORP. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

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

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 797A00017792

**Law Offices of  
THOMAS G. SHERMAN, P.A.  
218 ALMERIA AVENUE  
CORAL GABLES, FLORIDA 33134**

**Telephone (305) 448-5898**

**Telefax (305) 445-4458**

Sent Via Federal Express

April 15, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Attention: Pam Hall

Re: MASS MEDIA ENTERPRISES CORP.

Dear Ms. Hall:

In reference to the above captioned, enclosed is an original and one copy of the Articles of Incorporation for filing. Please note that you kept our check of \$122.50 which we had sent on the 8th of April for another corporation by the name of MASS MEDIA CORP. which apparently you were not able to file because the name was too close to one already filed. However, I phoned your office and was told that I could use this new name. Please file at your earliest convenience upon receipt. I will phone you early tomorrow morning to get a corporate number as our clients need it in order to open its bank account. Please call me should there be anything wrong with this. It is very important that this corporation gets filed as soon as possible. Please also let me know if it is possible for you to fax to me a copy of the filed articles once you have filed them.

Thank you in advance for your cooperation in this matter, it is greatly appreciated.

Sincerely yours,

  
Barbara Sanjurjo  
Legal Assistant

TGS:bs  
ENCLS.

ARTICLES OF INCORPORATION  
OF  
MASS MEDIA ENTERPRISES CORP.

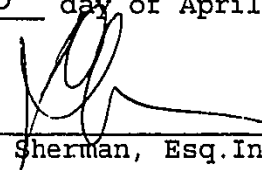
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is MASS MEDIA ENTERPRISES CORP. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is 3427 Main Highway, Miami, Florida 33133.
- THIRD:** The corporation is authorized to issues 1,000 shares of common stock, par value \$.00 per share.
- FOURTH:** The street address of the initial registered agent of the Corporation is: Thomas G. Sherman, Esquire, 218 Almeria Avenue, Coral Gables, Florida 33134.
- FIFTH:** The name and address of the incorporator of the Corporation is: Thomas G. Sherman, 218 Almeria Avenue, Coral Gables, Florida 33134.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is:
- Elena Carpenter  
3427 Main Highway  
Miami, Florida 33133
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

**TENTH:** The corporate existence of the Corporation shall commence on April 15, 1997.

**IN WITNESS WHEREOF,** the undersigned incorporator has executed these Articles of Incorporation this 15 day of April, 1997.

  
\_\_\_\_\_  
Thomas G. Sherman, Esq. Incorporator

ACCEPTANCE OF APPOINTMENT

OF

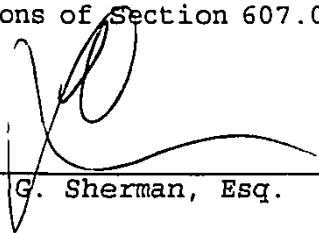
REGISTERED AGENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

  
\_\_\_\_\_  
Thomas G. Sherman, Esq.