

Gold Coast Media, Inc.

P97000034568

3050 Biscayne Boulevard

Suite 700

Miami, Florida 33137

(305) 573-2900

Fax: (305) 576-8358

**EFFECTIVE DATE**

4-9-97

*Via Federal Express*

April 15, 1997

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

500002144725--0

-04/16/97--01041--001

\*\*\*\*367.50 \*\*\*\*122.50

Re: *BackEnd, Inc., Coast to Coast Direct, Inc. and Psychic Operators, Inc.*

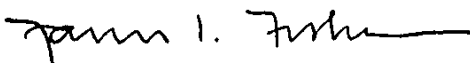
Dear Sir or Madam:

Enclosed for filing is an original and one (1) copy of the articles of incorporation for each of the above-referenced corporations. Our company check in the amount of \$367.50 in payment of the filing fee of \$122.50 for each company, along with a certified copy of the articles, is also enclosed.

This request for filing is from:

Jann I. Fisher  
Gold Coast Media, Inc.  
3050 Biscayne Boulevard, Suite 700  
Miami, Florida 33137  
305/573.2900

Very truly yours,



Jann I. Fisher  
General Counsel

Enclosures

FILED  
97 APR 16 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 4/17/97

**EFFECTIVE DATE**  
4-9-97

**STATE OF FLORIDA**

**ARTICLES OF INCORPORATION**

**OF**

**BACKEND, INC.**

**FILED**  
**97 APR 16 AM 11:35**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

**ARTICLE I. CORPORATE NAME**

The name of this corporation is:

**BACKEND, INC.**

**ARTICLE II. PRINCIPAL OFFICE**

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

3050 Biscayne Boulevard  
Suite 700  
Miami, Florida 33137

**ARTICLE III. CAPITAL STOCK**

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series, and to determine the limitation and relative rights of such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

**ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE**

This Corporation shall commence its corporate existence, effective April 9, 1997. This Corporation shall have perpetual existence.

#### **ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida, and the Corporation's initial registered agent at that office shall be:

Jann I. Fisher, Attorney-at-Law  
3050 Biscayne Boulevard, Suite 700  
Miami, Florida 33137

#### **ARTICLE VI. BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

#### **ARTICLE VII. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Jann I. Fisher, Attorney-at-Law  
3050 Biscayne Boulevard  
Suite 700  
Miami, Florida 33137

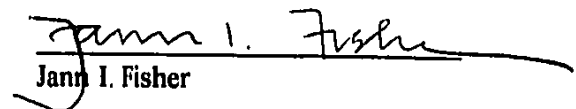
#### **ARTICLE VIII. AMENDMENT**

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of the shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

#### **ARTICLE IX. INDEMNIFICATION**

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by laws either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of April 15, 1997.

  
Jann I. Fisher

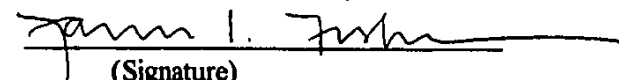
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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: **BackEnd, Inc.**
2. The name and address of the registered agent and office is:

Jann I. Fisher  
3050 Biscayne Boulevard  
Suite 700  
Miami, Florida 33137

*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.*

  
(Signature)

Dated: April 15, 1997

**FILED**  
**97 APR 16 AM 11:35**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA