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Charter Number Only

5/5/97 ELLY

Mark S. Schechner

Requestor's Name

2121 Ponce de Leon Blvd.

Address

Miami, FL 33134 #711

City

State

ZIP

Phone

#440-1621 B

VALIDATION ONLY

FILED  
97 MAY -6 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Media Tunes, Inc.



Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reservation	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call If Problem	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W P Verifier

CERTIFIED COPY

RECEIVED  
97 MAY -5 AM 10:42  
DIVISION OF CORPORATION

6/5/97

ARTICLES OF INCORPORATION

OF

MEDIA TUNES, INC.

FILED

97 MAY -6 PM 12:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, CANDACE WHEELER acknowledge and file in the office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as provided by law.

I

NAME:

The name of this Corporation shall be: MEDIA TUNES, INC.,  
with principal offices at: 10780 SW 88TH STREET SUITE E-8  
MIAMI, FLORIDA 33176

II

BUSINESS:

The general nature of the business and businesses to transacted are as follows:

To transact any and all business or enterprise not prohibited under the laws of the State of Florida or the United States.

To erect, maintain, purchase or rent, hire, lease, let or otherwise acquire and dispose of real estate and personal property of every nature, kind and character.

To acquire, own, purchase or dispose of licenses and permits for the operation of businesses of all kinds.

To acquire goodwill, rights and property of any person, firm, association or corporation, and pay for the same in cash or stock of this Company, fund or obligations of this Company, or otherwise; and to hold or in any manner dispose of the whole or any part of the property so acquired.

Directly and/or through ownership of stock in any corporation, to purchase, lease, hire or otherwise acquire, hold, own, exchange, maintain, improve, alter, lease, sell, convey or otherwise dispose of real estate, either improved or unimproved, and any interest or right therein, in or out of this State, as shall be found necessary and convenient from time to time for the lawful purposes of this Corporation.

To borrow money and contract debts when necessary for the

transaction of its business and for the exercise of this corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange debentures, and other obligations and evidences of indebtedness, secured or unsecured, payable at a specified time or times.

To guarantee, endorse, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this State, or any other State or Government; and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law; capital stock owned by the Corporation shall not be voted directly or indirectly or counted as outstanding for the purpose of any stockholders' quorum or vote.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principle, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

### III SHARE:

The authorized capital stock of this Corporation shall consist of:

7000 shares of common stock, at \$1.00 par value.

### IV EXISTENCE:

The corporation shall have perpetual existence.

### V CAPITAL:

The amount of capital with which this Corporation shall begin

shall be not less than \$500.00.

VI  
REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the Corporation's initial registered office is :

10780 SW 88TH STREET, SUITE E-8, MIAMI, FL 33176

The initial registered agent for the Corporation is:

CANDACE WHEELER

VII  
DIRECTORS:

The Corporation shall have not less than one (1) Director(s) as provided by the By-Laws, and they shall hold office for one year, or until their successors have been duly elected and qualified.

VIII  
FIRST BOARD:

The following shall constitute the first Board of Directors of Corporation:

<u>NAME:</u>	<u>ADDRESS:</u>
CANDACE WHEELER	10780 SW 88TH STREET SUITE E-8 MIAMI, FL 33176

IX  
SUBSCRIBERS:

The names and addresses of the Subscribers to the Articles of Incorporation are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
CANDACE WHEELER	10780 SW 88TH STREET SUITE E-8 MIAMI, FL 33176

X  
GENERAL PROVISIONS:

(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) The corporation shall have a first lien upon the shares of this stockholders and upon all dividends due them for any indebtedness by such stockholders of the Corporation.

(c) Subject to the provisions and conditions of this article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

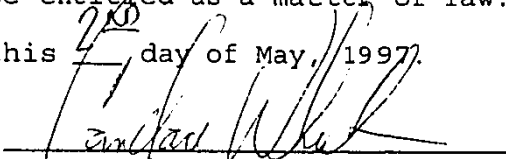
(d) A Director of the Corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the Corporation, either as a vendor, purchaser or otherwise; and, in the absence of an actual fraud, no transaction or contract of the Corporation shall be void or voidable by reason of the fact that any director or any firm or corporation of which any director is a member is in any way interested in such transaction or contract, provided that the fact that such director, or firm is interested in the transaction or the contract is disclosed to the Corporation, and that such transaction or contract is authorized, ratified or approved either by (i) vote of the majority of a quorum of the Board of Directors or of the Executive Committee, if any, without counting in such majority any director so interested or who is a member of a firm or corporation so interested; or (ii) vote at a Stockholders' Meeting of the holders of record of the majority of all the outstanding shares of stock of the Corporation then entitled to vote, or by writing or writings signed by a majority of such holders, which shall have the same force and effect as though such authorization, ratification or approval were made by all the stockholders; and no director, firm or corporation of which a director is a member shall be liable to account to the Corporation for any profits realized from or through any such transaction or contract. Nothing in this paragraph contained shall create any liability in the events above mentioned, or prevent the authorization, ratification or approval of such contracts or transactions in any other manner permitted by law, or invalidate or make voidable any contract or transaction which would be valid without reference to the provisions of this paragraph.

(e) No holder of stock of any class of the Corporation, nor or hereafter authorized, shall be entitled to such, as a matter of right, to subscribe for or purchase any part (either pro-rata share of otherwise), of any new or additional issue of stock of any class whatsoever or securities convertible into or evidencing the right to purchase stock of any class whatsoever, whether now or hereafter authorized, or whether issued for cash, property or otherwise.

(f) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any

action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continue to be an officer or director at the time of incurring such expenses), such expenses to include the cost or reasonable settlements (other than amounts paid to the Corporation itself) made with the view to curtailment of cost of litigation, except that no sums shall be paid in connection with any such settlement unless the Corporation is advised by independent counsel that the officer or director so indemnified was not derelict in the performance of his duty as such officer or director. The Corporation shall not, however, indemnify such officer or director with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such officer or director, nor in respect of any matter on which settlement or compromise is affected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to a final conclusion, and in no event shall anything herein contained be so construed as to protect or authorize the Corporation to indemnify any such officer or director against any liability to the Corporation or to its security holders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall not be exclusive of other rights to which any officer or director may be entitled as a matter of law.

SUBSCRIBED at Miami, Florida this 20 day of May, 1997.

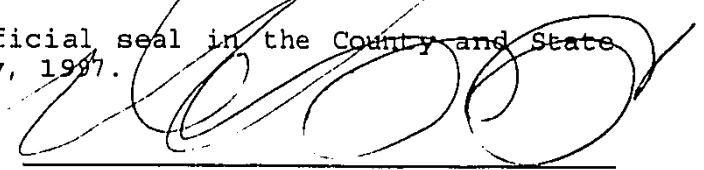
  
CANDACE WHEELER

STATE OF FLORIDA )  
                              ) SS  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, and officer duly qualified to administer oaths and take acknowledgments personally appeared CANDACE WHEELER well known to be the persons described in and who executed the foregoing Articles of Incorporation. She is personally known to me or ✓ has produced Florida Drivers License as identification and did (did not) take an oath.

WITNESS my hand and official seal in the County and State aforesaid this 20 day of May, 1997.

OFFICIAL NOTARY SEAL  
MARK S SCHECHNER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO CC375402  
MY COMMISSION EXP JUNE 27, 1998

  
Print Name: MARK S SCHECHNER  
Notary Public in and for the State of Florida  
Commission No. CC375402  
My Commission Expires JUNE 27, 1998

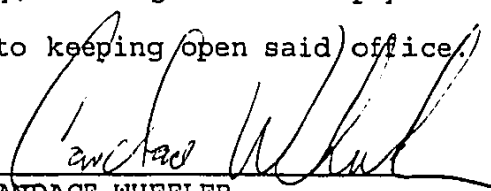
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

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In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

FIRST: That **MEDIA TUNES, INC.**, desiring to organize under the  
laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation at City of Miami, County  
of DADE, State of Florida, has named **CANDACE WHEELER** located at  
10780 SW 88th Street, Suite E-8 Miami, Florida 33176 County of  
DADE, State of Florida, as its Agent to accept service of process  
within this State.

ACKNOWLEDGMENT: ( MUST BE SIGNED BY DESIGNATED AGENT)

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, and agree to comply with the  
provision of said act relative to keeping open said office.

  
CANDACE WHEELER  
RESIDENT AGENT

FILED  
97 MAY -6 PM12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA