

Law Offices of  
**JOHN E. KOPSON**

**JOHN KOPSON**  
ADMITTED TO FLORIDA BAR,  
FEDERAL BAR, U.S. TAX COURT

**CHERYL SLOAT**  
CERTIFIED LEGAL ASSISTANT

7300 W. CAMINO REAL #126  
BOCA RATON, FL 33433

TELEPHONE: (407) 391-5259  
FACSIMILE: (407) 393-7366

P97000042934

May 9, 1997

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

RE: New Filing/ - MEDIA INTERNATIONAL ASSOCIATES, INC.

Dear Secretary of State:

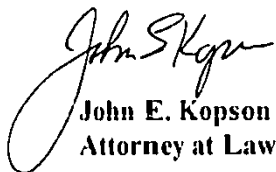
500002174495--3  
-05/12/97--01035--019  
\*\*\*\*122.50 \*\*\*\*122.50

Please find enclosed the original plus one copy and filing fees of \$122.50 of the Articles of Incorporation and Registered Agent Designation form for the above named corporation.

This office is requesting that you file the articles and the name of the registered agent and issue the certificate, and send a copy and a certified copy of the articles back to this office in the return envelope provided.

Thank you for your prompt attention to this matter.

Sincerely,

  
John E. Kopson  
Attorney at Law

FILED  
97 MAY 12 PM 3:55  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

5/15/97  
5/15/97

FILED  
97 MAY 12 PM 3:55  
SECRET  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MEDIA INTERNATIONAL ASSOCIATES, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be MEDIA INTERNATIONAL ASSOCIATES, INC.

The address of the principal office of this corporation shall be:  
1323 S.E. 17TH STREET, SUITE 547, FT. LAUDERDALE, FL 33316 and the  
mailing address shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

**ARTICLE IV. REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 7300 W. Camino Real, #126, Boca Raton, FL 33433 and the name of the initial Registered Agent of the corporation at that address is John Kopson.

**ARTICLE V. TERMS OF EXISTENCE**

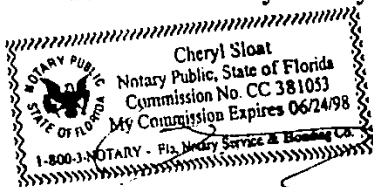
This corporation is to exist perpetually.


**ARTICLE VI. INCORPORATOR**

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

John Kopson, 7300 W. Camino Real, #126, Boca Raton, FL 33433

IN WITNESS WHEREOF, the undersigned agent has hereunto set his hand and seal this 9th day of May, 1997, to the foregoing Articles of Incorporation.

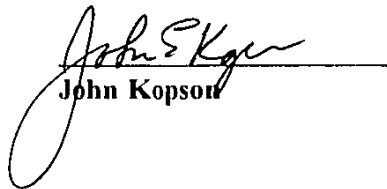


  
John Kopson

Notary Public

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

John Kopson, authorized to transact business in this State, having a business office identical with the registered office named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
John Kopson

FILED  
97 MAY 12 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA