

5/20/97

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: HUDSON INTERNATIONAL MEDIA CORPORATION

AUDIT NUMBER.....H97000008282

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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(4)  
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ARTICLES OF INCORPORATION  
OF

HUDSON INTERNATIONAL MEDIA CORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation

ARTICLE I NAME

The name of the corporation shall be: HUDSON INTERNATIONAL MEDIA CORPORATION

The principal place of business of this corporation shall be:

4815 SAN AMARO DRIVE  
CORAL GABLES, FL 33146

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

500 SHARES @ \$1.00 PAR VALUE

ARTICLE IV TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is(are):

CYNTHIA D. HUDSON-FERNANDEZ  
4815 SAN AMARO DRIVE  
CORAL GABLES, FL 33146

JULIO E. FERNANDEZ, P.A.  
CERTIFIED PUBLIC ACCOUNTANT  
2801 PONCE DE LEON BLVD., SUITE 1800  
CORAL GABLES, FL 33124

305-445-0777

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**ARTICLE VI INCORPORATOR(S)**

The name(s) and street address(es) of the Incorporator(s) to these articles of incorporation is (are):

CYNTHIA D. HUDSON-FERNANDEZ  
4815 SAN AMARO DRIVE  
CORAL GABLES, FL 33146

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 19th day of MAY, 1997.

Signature (s) of incorporator(s)

*Cynthia D. Hudson-Fernandez*  
CYNTHIA D. HUDSON-FERNANDEZ

STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_ by \_\_\_\_\_  
(name of incorporator(s))

of \_\_\_\_\_  
(name of corporation)

Notary Public

(SEAL)

My Commission Expires:

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

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TALLAHASSEE  
FLORIDA

Pursuant to the provisions of Section 607.325, 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:

HUDSON INTERNATIONAL MEDIA CORPORATION

2. The name and address of the registered agent and office is:

CYNTHIA D. HUDSON-FERNANDEZ

4815 SAN AMARO DRIVE

(P.O. BOX NOT ACCEPTABLE)

CORAL GABLES, FL 33146

(CITY/STATE/ZIP)

SIGNATURE

Cynthia D. Hudson-Fernandez  
(Corporate Officer)

TITLE

President

DATE

5/19/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Cynthia D. Hudson-Fernandez  
(Registered Agent) CYNTHIA D.  
HUDSON-FERNANDEZ

DATE

05/19/97

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