

P97000049052

TRANSMITTAL LETTER

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

EX708102 197818--2
-06/02/97--01106--008
*****78.75 *****78.75

SUBJECT: PROGRAM PROFESSIONALS, INC.

(Proposed corporate name - must include suffix)

~~EX708102 197818--2
-06/02/97--01106--008
*****78.75 *****78.75~~

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: WILLIAM F. MITCHELL
PRESIDENT
Name (Printed or typed)
622 ARCHIBALD AVENUE
Address
ALTAMONTE SPRINGS, FLORIDA 32701
City, State & Zip
(407)331-3824
Daytime Telephone number

TALLAHASSEE, FLORIDA
97 JUN -3 AM 10:19
FBI ED

JUN 4 BSB

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED

97 JUN -3 AM 10: 19

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

STATE OF FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

PROGRAM PROFESSIONALS, INC.

ARTICLE II PRINCIPAL OFFICE

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

**622 ARCHIBALD AVENUE
ALTAMONTE SPRINGS, FLORIDA 32701**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 (COMMON)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

**WILLIAM F. MITCHELL
622 ARCHIBALD AVENUE
ALTAMONTE SPRINGS, FLORIDA 32701**

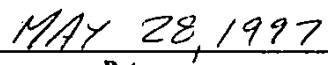
ARTICLE V INCORPORATOR

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

**WILLIAM F. MITCHELL
PRESIDENT
622 ARCHIBALD AVENUE
ALTAMONTE SPRINGS, FLORIDA 32701**



Signature/Incorporator



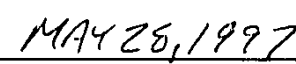
Date

(An additional article must be added if an effective date is requested.)

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/Registered Agent



Date

P 97000049053

ACTIVE MEDIA
9150 ANE #1111
MIAMI BCH. FL
33139

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

900002198299--7
-06/02/97--01131--014
****122.50 ****122.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRET
FILED
STATE
REGISTRARS
97 JUN 2 11 21 AM

Examiner's Initials g 6/4/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 20 11:02 AM '01

ARTICLES OF INCORPORATION
OF
ACTIVE MEDIA DISTRIBUTION, INC

The undersigned subscribers to these Articles of Incorporation, each being a natural person competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is :

ACTIVE MEDIA DISTRIBUTION, INC

ARTICLE II - NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is : One Hundred (100) shares of Common Stocks with par value of One Dollar (\$1.00) per share. Each stockholder of the Corporation shall be entitled to (1) vote for each paid, nonassessable share owned by him/her, and there shall be no cumulative voting.

No holder of shares of the Corporation of any class now or hereafter authorized shall have any preferential or preemptive right to subscribe for, purchase, or receive any shares of the Corporation of any class now or hereafter authorized, or any options or warrants for such shares, or any securities convertible into or exchangeable for such shares, which at any time may be issued, exchanges. or offered for sale by the Corporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than (\$500) Five Hundred Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - REGISTERED ADDRESS AND AGENT

The initial street and address of the registered office and principal office address of this Corporation in the State of Florida shall be :

9 Island Avenue
Miami Beach , FL 33139

The registered agent shall be :

Ana Karina Peña - Lopez
9 Island Avenue
Miami Beach, FL 33139

ARTICLE VII - DIRECTORS

The number of directors of this Corporation shall be such as shall from time to time be fixed by and in the manner provided in the By-Laws of the Corporation, but shall at no time be less than one (1) nor more than seven (7). Except, as may otherwise be required by law, vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in the office, although less than a quorum.

ARTICLES VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are :

<u>NAME</u>		<u>ADDRESS</u>
Ana Karina Peña - Lopez	President	9 Island Avenue Miami Beach, FL 33139
Lourdes Martinez	Vice President / Secretary	13331 S.W 2 nd Terrace Miami, FL 33184

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these articles of Incorporation is :

<u>NAME</u>	<u>ADDRESS</u>
Ana Karina Peña - Lopez	9 Island Avenue Miami Beach, FL 33139
Lourdes Martinez	13331 S.W 2 nd Terrace Miami, FL 33184

ARTICLE X - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify and any all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses , liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement , vote of shareholders or disinterested directors or otherwise, both as action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director of office, and shall insure to the benefit of the heirs, executors and administrators of such person.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN - 2 11:00 AM

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

ACTIVE MEDIA DISTRIBUTION, INC, Inc. desiring to organize under the laws of the State of Florida with its principal office in the city of Miami, State of Florida, has named to Ana Karina Peña-Lopez of 9 Island Avenue , Miami Beach, Florida as its agent to accept service or process within this State.

ACKNOWLEDGEMENTS

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 provisions of said act relative to keeping open said office.


Register Agent