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Transmittal Letter

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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-06/19/97--01031--001

\*\*\*131.25

131.25

Subject: Raintree Media Inc.

Enclosed is an original and two (2) copies of the articles of incorporation and a check for the amount of \$ 131.25 for the appropriate Filing Fee, Certified Copy & Certificate.

From: Dale Leary  
7020 SW 64<sup>th</sup> Court  
Miami, FL 33143

(305) 638-4622

FILED  
97 JUN 19 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ml 6/19/97

Articles of Incorporation  
of  
Raintree Media Inc.

FILED  
97 JUN 19 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Article I

The name of the corporation is Raintree Media Inc.

Article II

The principal office and mailing address of this corporation is

7020 SW 64<sup>th</sup> Court Miami, FL 33143

The corporation may have such other offices within the State of Florida as the Board of Directors may designate or as the business of the corporation may dictate or require.

Article III

**SECTION 1.** The number of shares that this corporation is authorized to have outstanding at one time is 1000.

**SECTION 2.** Certificates representing shares of the corporation shall be in such form as shall be determined by the Board of Directors. Such certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificates shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in the case of a lost, destroyed or mutilated certificate, a new one may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

2a. Transfers of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

**SECTION 3.** All outstanding shares of this corporation shall be Common Class A shares. Each share will be entitled to one vote upon each matter submitted to vote at a meeting of shareholders.

3a. The annual meeting of shareholders shall be held on the 5<sup>th</sup> day in the month of June each year, beginning with the year 1998, at the hour of 9 o'clock am, for the purpose of election of Directors and for the transaction of such business as may come before the meeting. If the day

fixed for the annual meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day.

3b. Special meetings of the shareholders for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the holders of not less than 50 percent (50%) of all outstanding shares of the corporation entitled to vote at the meeting.

3c. At all meetings of shareholders, a shareholder may vote in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the corporation before the time of the meeting. A meeting of the Board of Directors may be had by means of a telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other and participation in a meeting under such circumstances shall constitute presence at the meeting.

### Article IV

The name and address of the initial registered agent is

Dale E. Leary  
7020 SW 64<sup>th</sup> Court  
Miami, FL 33143

### Article V

The name and address of the incorporator of these Articles of Incorporation is

Dale E. Leary  
7020 SW 64<sup>th</sup> Court  
Miami, FL 33143

These Articles of Incorporation are hereby executed by the undersigned incorporator on this 5<sup>TH</sup> day of JUNE, 1997.



FL. D.L. L600-165-67042

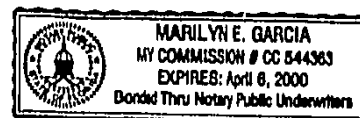
STATE OF FLORIDA    )  
                                  ) ss  
COUNTY OF DADE    )

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared DALE LEARY, well known to me, and who acknowledged before me that the foregoing Articles of Incorporation were duly signed and executed for the purposes therein stated.

I have hereunto set my hand and affix my official seal in Dade County, Florida on the 5 day of June, 1997.

  
NOTARY PUBLIC

My Commission Expires: 4/6/2000



**Certificate of Designation  
of  
Registered Agent/Registered Office**

Pursuant to the provisions of section 607.0501 or 617.0501, 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: Raintree Media Inc.
2. The name and address of the registered agent and office is:


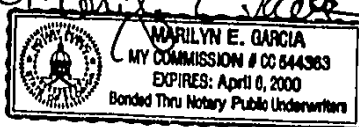
Dale Leary  
7020 SW 64<sup>th</sup> Court  
Miami, FL 33143

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

JUNE 5, 1997  
Date

FL O.L.# L600-165-69042

State of Florida  
County of Dade.

Sworn and subscribed before me this 5<sup>th</sup> Day  
of June 1997.

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TALLAHASSEE, FLORIDA