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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: POP MEDIA GROUP, INC.

AUDIT NUMBER.....H97000011027

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

CERT. OF STATUS..0

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JUL 7 1997

(4) H970000/11027

ARTICLES OF INCORPORATION FOR
POP MEDIA GROUP, INC.

The undersigned incorporator(s), for the purpose of forming a Florida Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be: POP Media Group, Inc.

ARTICLE II: PRINCIPAL OFFICE

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

POP Media Group, Inc.
c/o Alexander Sueiro
9795 South Dixie Highway
Miami, Florida 33156

ARTICLE III: PURPOSE

The purpose of this corporation shall be: Entertainment Services

ARTICLE IV: CAPITAL STOCK

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

1,000 SHARES OF COMMON STOCK WITH A PAR VALUE OF
\$1.00 EACH

ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Jose L. Baloyra, Esq.
Garcia & Baloyra
1101 Brickell Avenue,
South Tower, Suite 702
Miami, Florida 33131

THIS INSTRUMENT PREPARED BY:
JOSE L. BALOYRA, ESQ.
1101 BRICKELL AVENUE
SOUTH TOWER, SUITE 702
MIAMI, FLORIDA 33131
Florida Bar # 84603
305-358-4800

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ARTICLE VI: BOARD OF DIRECTORS

The name and address of the initial board of directors shall be:

Carlos Ponce
c/o Alexander Sueiro
9795 South Dixie Highway
Miami, Florida 33156

ARTICLE VII: OFFICERS

The name, title and address of the officers of this corporation shall be:

PRESIDENT

Carlos Ponce
c/o Alexander Sueiro
9795 South Dixie Highway
Miami, Florida 33156

VICE PRESIDENT

Carlos Ponce
c/o Alexander Sueiro
9795 South Dixie Highway
Miami, Florida 33156

SECRETARY

Carlos Ponce
c/o Alexander Sueiro
9795 South Dixie Highway
Miami, Florida 33156

TREASURER

Carlos Ponce
c/o Alexander Sueiro
9795 South Dixie Highway
Miami, Florida 33156

ARTICLE VIII: INCORPORATORS

The name and address of the incorporator to these Article of Incorporation shall be:

Carlos Ponce
c/o Alexander Sueiro
9795 South Dixie Highway
Miami, Florida 33156

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The undersigned has/have executed these Articles of Incorporation this 3rd day of July, 1997.


Carlos Ponce as INCORPORATOR

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.


Jose L. Baloyra as REGISTERED AGENT

THIS INSTRUMENT PREPARED BY:
JOSE L. BALOYRA, ESQ.
1101 BRICKELL AVENUE
SOUTH TOWER, SUITE 702
MIAMI, FLORIDA 33131
Florida Bar # 84603

FILED
JUL 10 1997
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

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