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LAW OFFICES
FREEDMAN & McCLOSKY
PROFESSIONAL ASSOCIATION
SUITE 700, BARNETT PLAZA
ONE EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301

REED B. McCLOSKY
RANDY R. FREEDMAN

TELEPHONE (954) 764-3800
TELECOPIER (954) 764-7240

July 16, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: B & B Media, Inc.

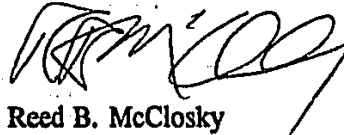
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*****70.00 *****70.00

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above-referenced corporation as well as our check in the amount of \$70.00 which represents your filing fee. Please return a copy of the file-stamped Articles of incorporation in the enclosed self-addressed stamped envelope.

Very truly yours,

FREEDMAN & McCLOSKY P.A.



Reed B. McClosky

RBM:fjm

Enclosures

corp/art.ltr

JUL 23 1997

FILED
97 JUL 22 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

B & B MEDIA, INC.

FILED
97 JUL 22 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned associates for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, providing for the formation, liability, rights, privileges and immunities of corporations.

ARTICLE I

The name and initial address of the corporation is:

B & B Media, Inc.
4100 Ravenswood road
Ft. Lauderdale, FL 33312

The initial mailing address of the corporation is:

P.O.Box 820893
So. Florida, FL 33082-0893

ARTICLE II

This corporation shall commence its existence as of the date of the filing of these articles, and its existence shall be perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue one thousand shares of common stock with no par value.

ARTICLE V

The name and address of the initial registered agent and street address of the initial registered office of this corporation are:

John Black
4100 Ravenswood Road
Ft. Lauderdale, FL 33312

ARTICLE VI

The number of directors of this corporation shall be not less than one (1). The initial number of directors shall be four (4), and the number of directors may be increased and decreased from time to time by the by-laws of this corporation. The names and addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
John Black	P.O. Box 820893 Ft. Lauderdale, FL 33312
Carlos Barillas	P.O.Box 820893 So. Florida, FL 33082-0893
Frederico Barillas	P.O.Box 820893 So. Florida, FL 33082-0893
Jasper T. Johnson, Jr.	P.O.Box 820893 So. Florida, FL 33082-0893

ARTICLE VII

The initial officers of the corporation shall be:

<u>NAME</u>	<u>Office</u>
John Black	President

NAME

Office

Carlos Barillas

Secretary

Frederico Barillas

Treasurer

Jasper T. Johnson, Jr.

Vice President

ARTICLE VIII

The name and address of the incorporator is:

John Black
4100 Ravenswood Road
Ft. Lauderdale, FL 33312

ARTICLE IX

The power to adopt, alter, amend or repeal by-laws will be vested in the board of directors and shareholders.

ARTICLE X

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15th day of July, 1997.


JOHN BLACK
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

SS:

FILED

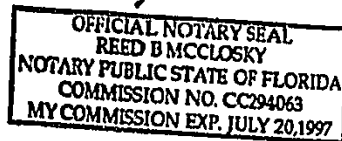
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 16th
day of July, 1997 by John Black, who is personally known
to me or who has produced Fla. Drivers License as identification and
who did take an oath.


NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF APPOINTMENT

Pursuant to 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts his appointment as registered agent of B & B Media, Inc. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office at the address specified above. The undersigned is familiar with and accepts the obligations of 607.0505, Florida Statutes.

Date: 7-16, 1997


JOHN BLACK

(OFFICIAL B M C L S C A R T I C L E S)