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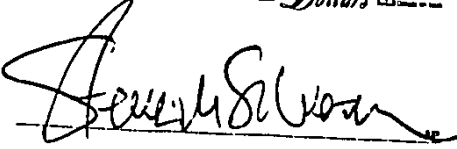
Stephen M. Silberman
562014 Arbor Club Way
Boca Raton, FL 33433-5634

8/21 1997 492
83-858/870
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Pay to the order of Secretary of State, State of FL. \$ 70.00
Seventy ⁰⁰/₁₀₀ Dollars

 080-040
7034 Palmetto Park Road
Boca Raton, Florida 33433

FORPS MEDIA INCORPORATED



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TALLAHASSEE, FLORIDA

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P. O. 1304449 AUG 25 1997

Articles Of Incorporation
Of
RPS MEDIA INCORPORATED

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97 AUG 22 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contact and hereby form a Corporation for Profit under Chapter 607 of the Florida Statutes.

Article 1 - Name

The name of the Corporation is: **RPS MEDIA INCORPORATED** (hereinafter, "Corporation").

Article 2 - Purpose Of Corporation

The Corporation shall engage in any activity of business permitted under the laws of the United States and the State of Florida.

Article 3 - Principal Office

The address of the principal of this corporation is 7040 W. Palmetto Park Rd. Bldg. 4 Suite 463, Boca Raton FL 33433 and the mailing address is the same. The Board of Directors may from time to time, move the principal office to any other address in the State of Florida.

Article 4 - Incorporator

The name and street address of the incorporator of this Corporation is Steven M. Silverman, whose address shall be the same as the principal office of the Corporation.

Article 5 - Officers

The officers of the Corporation shall be:

President:	Rocco Cerullo III
Vice-President:	Steven M. Silverman
Secretary:	Rocco Cerullo III
Treasurer:	Steven M. Silverman

Whose addresses shall be the same as the principal office of the Corporation.

Article 6 - Directors

The Directors of the Corporation shall be:

Rocco Cerullo III
Steven M. Silverman

Whose addresses shall be the same as the principal office of the Corporation.

Article 7 - Corporate Capitalization

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

7.3 The Board of Directors of the Corporation may authorize the issuance from time to time to time shares of its stock of any class, whether now or hereafter authorized, or securities convert into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Directors of the Corporation may, by restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

Article 8 - Sub Chapter S Corporation

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect, and if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders, without written consent of all of the shareholders of this Corporation shall take any action, or make transfer or other disposition of the shareholders' stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in the Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

Article 9 - Shareholders' Restrictive Agreement

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of the stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

Article 10 - Powers Of Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

Article 11 - Term of Existence

The Corporation shall have perpetual existence.

Article 12 - Registered Owners

The Corporation, to the extent permitted by law shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

Article 13 - Registered Office and Registered Agent

The initial address of registered office of this Corporation is 7040 W. Palmetto Park Rd. Bldg. 4, Suite 463 Boca Raton, FL 33433 and the name of the initial Registered Agent of this Corporation is Rocco Cerullo III.

Article 14 - Bylaws

The Board of Directors of this Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take action for the making, alteration amendment or repeal of the Bylaws.

Article 15 - Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Article 16 - Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment hereto, or add any provision to these Articles of Incorporation or any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or an amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles under the laws of the State of Florida, this 21st August 1997.



Steven M. Silverman, Incorporator

Steven Silverman

STATE OF FLORIDA

COUNTY OF PALM BEACH

Subscribed and acknowledged before me by who (☒) is personally
to me or () has furnished a valid driver's license or passport, on
this 21 day of August 1997



John L. DeLisa
My Commission CC600806
Expires November 11, 2000

John L. DeLisa
Notary Public - State of Florida

My Commission Expires: Nov. 11, 2000

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

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said act:

First: That RPS MEDIA INCORPORATED desiring to organize
under the laws of the State of Florida with its principal as indicated in the
Articles of Incorporation at the City of Boca Raton, County of Palm Beach,
State of Florida, has named Rocco Cerullo III, located at 7040 W.
Palmetto Park Rd. Bldg. 4, Suite 463, Boca Raton, Florida, as its agent
to accept service of process within the state.

Having named to accept process of the above stated
corporation, at place designated in this certificate, I hereby accept
to act in this capacity, and to comply with the provision of said Act
relative to keeping open said office.



Registered Agent

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97 AUG 22 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA