

P97000075207

Stuart Reed, Esq.
Attorney at Law

(305) 674-9495

Historic City Hall, 6th Floor
1130 Washington Avenue
Miami Beach, Florida 33139

August 14, 1997

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

FILED
97 AUG 29 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Transmittal Letter / X Why Z, Inc.

To the Division of Corporations:

Enclosed are an original and one (1) copy of the articles of incorporation X Why Z, Inc., and a check in the amount of \$122.50 (\$35 filing fee + \$35 designation and acceptance of registered agent + \$52.50 certified copy). Please mail a certified copy of the articles of incorporation to my office at the address printed above.

Thank you for your anticipated prompt attention.

Sincerely,


Stuart Reed, Esq.

508882269515--4
-08/18/97-01060-017
****122.50 ****122.50

508882269515--4
-08/18/97-01060-017
****122.50 ****122.50

500002269515--4
-08/18/97-01060-017
****122.50 ****122.50

W97-19265

nc 8/29/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 20, 1997

STUART REED, ESQ.
HISTORIC CITY HALL, 6TH FLOOR
1130 WASHINGTON AVENUE
MIAMI BEACH, FL 33139

SUBJECT: X WHY Z, INC.
Ref. Number: W97000019265

We have received your document for X WHY Z, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 497A00042107

ARTICLES OF INCORPORATION
OF
Associated Media, Inc.

FILED
97 AUG 29 AM 10:36
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.

1.1 Name.

The name of the Corporation is:

Associated Media, Inc.

1.2 Address.

The principal office and business address is:

1000 Venetian Way, Suite 1106
Miami Beach, FL 33139

ARTICLE II.

2.1 Purpose and Powers.

The purpose for which the corporation is organized is to transact all lawful business for which corporations may be organized under the laws of the State of Florida. The corporation shall be authorized and permitted to do any and all things allowed and permitted to be done under the Statutes of the State of Florida, and to transact any and all lawful business for which corporations may be organized under the Florida Business Corporations Act.

ARTICLE III.

3.1 Authorized Shares.

The total authorized stock is 1000 shares at no par value per share. All stock will be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose. Property, labor or services may be purchased or

paid for with capital stock, at a just valuation to be fixed by the Board of Directors, at a meeting called for that purpose.

ARTICLE IV.

4.1 Directors.

The following are the names and addresses of the persons who shall serve as Directors until the first annual meeting of Shareholders or until their successors shall be elected and qualified:

John T. Donahue
1000 Venetian Way, Suite 1106
Miami Beach, FL 33139

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his or her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

4.2 Number of Directors.

The Board of Directors of the Corporation shall consist of one or more members. The number of Directors shall be fixed by, or in the manner provided in the By-Laws, except as to the number constituting the initial Board of Directors, which number has been fixed by these Articles of Incorporation. The number of Directors may be increased or decreased from time to time by amendment to, or in the manner provided in these Articles of Incorporation or the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. In the absence of a By-Law providing for the number of Directors, the number shall be the same as that

provided for in these Articles of Incorporation. A majority vote of the directors shall be required for corporate acts requiring the consent of the Board of Directors.

ARTICLE V.

5.1 Officers

The names and post office address of the President, Vice President, Secretary and Treasurer (any and all of which offices may be held by the same person) who will hold office until the successors are either elected, appointed or have qualified are:

President/Treasurer/Vice President/Secretary
John T. Donahue
1000 Venetian Way, Suite 1106
Miami Beach, FL 33139

ARTICLE VI.

6.1 Registered Agent

The name and address of the initial registered agent is:

Stuart Reed, Esq.
Historic City Hall, 6th Floor
1130 Washington Avenue
Miami Beach, Florida 33139

ARTICLE VII.

7.1 Incorporator.

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

John T. Donahue
1000 Venetian Way, Suite 1106
Miami Beach, FL 33139

ARTICLE VIII.

8.1 Term.

Articles of Incorporation
Associated Media, Inc.

The term of existence of the Corporation shall be perpetual.


ARTICLE IX.

9.1 Amendments to Articles.

The Corporation may amend its Articles of Incorporation, from time to time, in any manner provided by law.

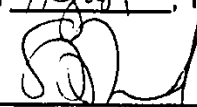
State of Florida)
)ss
County of Dade)

The undersigned has executed these Articles of Incorporation this 26 day of August, 1997.



John T. Donahue
Incorporator

Sworn to and subscribed before me, the undersigned authority, by John T. Donahue who is personally known to me, this 26 day of August, 1997.



Notary Public, State of Florida



Articles of Incorporation
Associated Media, Inc.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS CAN BE
SERVED**

Pursuant to the provisions of Chapter 607.0501, Florida Statutes, the following is submitted:

Associated Media, Inc., desiring to organize under the laws of the State of Florida, has named Stuart Reed at Historic City Hall, 6th Floor, 1130 Washington Avenue, Miami Beach, Florida 33139 as its Registered Agent and Registered Office to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept this appointment, agree to serve in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the duties and obligations of my position as registered agent as provided by Chapter 607, Florida Statutes.



Stuart Reed, Esq.

Date: 8/26/97

FILED
97 AUG 29 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
Associated Media, Inc.

The foregoing articles of incorporation were prepared by:

Stuart Reed, Esq.
Historic City Hall, 6th Floor
1130 Washington Avenue
Miami Beach, Florida 33139
(305) 674-9495