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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)982-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: DIGITAL MEDIA GROUP, INC.

AUDIT NUMBER.....H97000018673

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

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

F. 01-000-000 NOV 12 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**DIGITAL MEDIA GROUP, INC.**

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STATE OF FLORIDA  
TALLAHASSEE

**ARTICLE I - NAME**

The name of this Corporation is **DIGITAL MEDIA GROUP, INC.**

**ARTICLE II - ADDRESS**

The address of the principal office and mailing address of the corporation is 1900 Corporate Blvd., Suite 400 East, Boca Raton, Florida 33431.

**ARTICLE III - DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV - PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE V - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of ONE DOLLAR (\$1.00) par value voting common stock.

Prepared by: Kaufman Rossin & Co.  
2699 South Bayshore Dr.  
Miami, FL 33133  
(305) 858-5600

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**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 2699 SOUTH BAYSHORE DRIVE, MIAMI, FLORIDA 33133, and the name of the initial registered agent of this Corporation at that address is DENNIS J. FITZPATRICK.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than ONE (1).

The name and address of the initial director of this Corporation is:

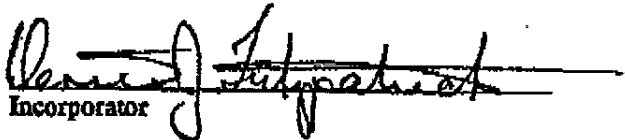
DAVID MUNOZ  
1900 CORPORATE BLVD.  
SUITE 400 EAST  
BOCA RATON, FLORIDA 33431

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles is:

DENNIS J. FITZPATRICK  
2699 SOUTH BAYSHORE DRIVE  
FIFTH FLOOR  
MIAMI, FLORIDA 33133

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 10 day of November, 1997.

  
Incorporator

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STATE OF FLORIDA

COUNTY OF PALM BEACH

)  
) SS.  
)

The foregoing instrument was acknowledged before me on Nov. 10, 1997, by Dennis J. Fitzpatrick, to whom is personally known to me and he did take an oath.

*Michelle Moyano*  
Name: *Michelle Moyano*  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



MICHELLE MOYANO  
My Commission 00471215  
Expires Jul 05, 1999  
Bonded by ANA  
600-552-6278

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**CERTIFICATE OF REGISTERED AGENT**

**OF**

**DIGITAL MEDIA GROUP, INC.**


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

That DIGITAL MEDIA GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named DENNIS J. FITZPATRICK, 2699 S. Bayshore Drive, Miami, Florida 33133 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 10 day of November, 1997.

  
DENNIS J. FITZPATRICK  
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TALLAHASSEE, FLORIDA

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