

TRANSMITTAL LETTER

P970000 978 57

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

SUBJECT: Media Seven International, Inc.  
(Proposed corporate name - must include suffix)

800002347318--6  
-11/14/97--01056--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Bruce W. Beckham - President  
Name (Printed or typed)  
~~14143 Hampton Falls Dr. N.~~ 1444 Beach Blvd.,  
Address Suite 18-277  
Jacksonville, FL ~~32224~~ 32250  
City, State & Zip  
~~(904) 992-1534~~ (904) 223-0457  
Daytime Telephone number

BWB  
11/17/97

FILED  
97 NOV 14 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION  
OF  
Media Seven International, Inc.

*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 NAME

The name of the corporation shall be:

Media Seven International, Inc.

ARTICLE II PRINCIPAL OFFICE

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

14444 Beach Blvd., Suite 18-277

Jacksonville, FL 32250

ARTICLE III CAPITAL STOCK

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

1,000,000

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Bruce W. Beckham

14444 Beach Blvd., Suite 18-277

Jacksonville, FL 32250

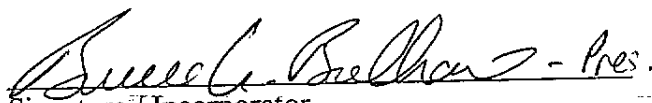
ARTICLE V INCORPORATOR

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

Bruce W. Beckham

14444 Beach Blvd., Suite 18-277

Jacksonville, FL 32250

 - Pres.  
Signature / Incorporator

11/11/97  
Date

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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*

 - Pres.  
Signature / Registered Agent

11/11/97  
Date

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CLERK OF STATE  
TALLAHASSEE, FLORIDA


FILED

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:  
**Media Seven International, Inc.**

2. The name and address of the registered agent and office is:  
**Bruce W. Beckham**  
**14444 Beach Blvd., Suite 18-277**  
**Jacksonville, FL 32250**

Signature:   
Title: President  
Date: 11/11/97

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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*

Signature:  - Pres.  
Date: 11/11/97

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TALLAHASSEE, FLORIDA