

P 97 0000 98882

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November 13, 1997

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

EFFECTIVE DATE
11-25-97

FILED
97 NOV 17 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Prolific Multimedia, Inc.


Dear Sir or Madam:

Enclosed please find:

1. Articles of Incorporation on behalf of Prolific Multimedia, Inc.
2. A check in the amount of \$122.50 for the filing fees.

If you have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,


JEAN S. PERWIN

JSP:alc
Enclosures

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NOV 20 1997

ARTICLES OF INCORPORATION

OF

PROLIFIC MULTIMEDIA, INC.

EFFECTIVE DATE
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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is **Prolific Multimedia, Inc.** and the principal address of the corporation is: **1440 N.W. 175th Terrace, Miami, Florida 33169.**

ARTICLE II - DURATION

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon **November 25, 1997.**

ARTICLE III - PURPOSES

The purpose or purposes for which the corporation is organized are publishing and entertainment and any other lawful purpose.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand shares of common stock (1,000) par value \$1.00 per share.

ARTICLE V - REGISTERED AGENT

The street address and city of the registered office of the corporation is 1440 N.W. 175th Terrace, Miami, Florida 33169 and the name of its initial registered agent at such address is Amos E. Saunders.

ARTICLE VI - INCORPORATORS

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

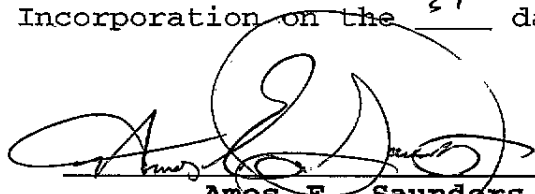
Amos E. Saunders
1440 N.W. 175th Terrace
Miami, Florida 33169

The power to adopt, alter, amend or repeal Bylaws shall be vested solely in the Board of Directors.

ARTICLE VII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment to them. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 31 day of OCTOBER 1997.


Amos E. Saunders

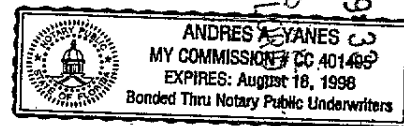
STATE OF FLORIDA)
)
COUNTY OF DADE) SS.

The foregoing was acknowledged before me this 31 day of OCTOBER 1997, by Amos E. Saunders, who is personally known to me or who has produced FDL 5536-005-58-456 / 99. as identification and who did not take an oath.

Andres A. Yanes
NOTARY PUBLIC

NAME OF NOTARY: Andres A. Yanes.

COMMISSION NO.: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE
OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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

THAT, **Prolific Multimedia, Inc.** desiring to organize under the laws of the State of Florida, as a for profit organization, with its principal office at **1440 N.W. 175th Terrace, Miami, Florida 33169**, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

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

Amos E. Saunders
Amos E. Saunders