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LAW OFFICES

ROSLYN L. STEVENSON, P.A.

AVENTURA CORPORATE CENTER SUITE 400

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AVENTURA, FLORIDA 33180

PLEASE REPLY TO:
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November 14, 1997

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

RE: L. A. MEDIA GROUP, INC.

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****122.50 ****122.50

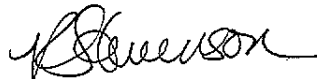
Dear Sir or Madam:

Enclosed please find three (3) original copies of the articles of incorporation for the above-referenced corporation, a check in the amount of \$122.50 to cover filing fees and the return of ~~one~~ (2) certified copy of the articles to the undersigned, and a stamped, self-addressed envelope.. Please file the articles and return a certified copy of the filed articles in the envelope enclosed.

Should you have any questions with regard to the filing of these articles, please call me at the telephone number printed above. Thank you for your attention to this matter.

Very truly yours,

THE LAW OFFICES OF
ROSLYN L. STEVENSON, P.A.



ROSLYN L. STEVENSON

RLS:nsy

Encl.

cc: Samuel Konig

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DIVISION OF CORPORATIONS
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11-25-97
WS

ARTICLES OF INCORPORATION

OF

L. A. MEDIA GROUP, INC.

The undersigned incorporator, for the purpose of forming a corporation under Florida Statutes, Chapter 607, hereby adopts the following Articles of Incorporation.

1. The name of the corporation is L.A. MEDIA GROUP, INC. (the "Corporation").
2. The principal place of business and mailing address of the Corporation is 2450 Northeast Miami Gardens Drive, Suite 103, North Miami Beach, Florida 33180.
3. The Corporation is authorized to issue 100,000 shares of Common Stock, par value \$.001 per share.
4. The name and address of the initial registered agent is The Law Offices of Roslyn L. Stevenson, P.A., Aventura Corporate Center, Suite 400, 20801 Biscayne Boulevard, Aventura, Florida 33180.
5. The name and address of the incorporator to these Articles of Incorporation is Samuel Konig, 2450 Northeast Miami Gardens Drive, Suite 103, North Miami Beach, Florida 33180.

The undersigned incorporator has executed these Articles of Incorporation this 14th day of November, 1997.


SAMUEL KONIG, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

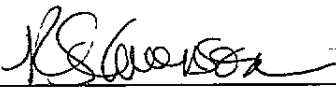
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is L. A. MEDIA GROUP, INC.
2. The name and address of the registered agent and office is THE LAW OFFICES OF ROSLYN L. STEVENSON, P.A., Aventura Corporate Center, Suite 400, 20801 Biscayne Boulevard, Aventura, Florida 33180.

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.

Dated this 14th day of November 1997.

THE LAW OFFICES OF
ROSLYN L. STEVENSON, P.A.

By: 
Roslyn L. Stevenson, Esq.

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