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DAVID S. WILLIG, CHARTERED
ATTORNEY AT LAW

141 N.E. 3RD AVE. - 10TH FLOOR
MIAMI, FLORIDA 33132
TELEPHONE (305) 687-7755
TELEFAX (305) 857-9898
(305) 373-2000

DAVID S. WILLIG

ADMITTED IN:
FLORIDA
DISTRICT OF COLUMBIA

November 20, 1997

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

RE: Telemedia Group USA, Inc.

100002355681--3
-11/24/97--01124--011
*****70.00 *****70.00

Dear Clerk:

Please find enclosed an original and one (1) copy of Articles of Incorporation and Certificate of Designation of Registered Agent/Registered office for the above-named corporation, along with a check in the amount of \$70.00 to cover the filing fee and registered agent designation fee.

After filing, please return a date-stamped copy of the Articles via the enclosed stamped envelope provided for your convenience.

Thank you for your attention to this matter.

Very truly yours,

David S. Willig/gf
David S. Willig

DSW:gb

FILED
97 NOV 24 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/1/97-74M

Articles of Incorporation
of
TELEMEDIA GROUP USA, INC.

FILED
97 NOV 24 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

The name of this corporation is TELEMEDIA GROUP USA, INC.

Article II

The mailing address of this corporation shall be 2210 Collins Avenue, #1157, Miami Beach, FL 33139.

Article III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000.

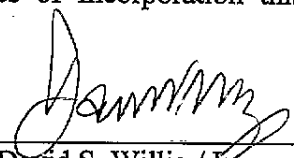
Article IV

The name and address of the initial registered agent is David S. Willig, 141 NE 3rd AVE, 10th Floor, Miami, Florida 33132.

Article V

The name and address of the incorporator to these Articles of Incorporation is David S. Willig, 141NE 3rd AVE, 10th Floor, Miami, Florida 33132.

The undersigned has executed these Articles of Incorporation this 20th day of November, 1997.



David S. Willig / Incorporator

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: **TELEMEDIA GROUP USA, INC.**
2. The name and address of the registered agent and office is:

David S. Willig
141 NE 3rd AVE, 10th Floor
Miami, FL 33132

Signature *David S. Willig*
(corporate officer)

Title incorporator

Date November 20, 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV 24 AM 8:44

FILED

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 *David S. Willig*

Date November 20, 1997