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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VALIDATION ONLY

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\*\*\*\*122.50 \*\*\*\*122.50

12/11/97

Anthony T. LEPORE

Requestor's Name

18145 SW 5 Court

Address

Pembroke Pines FL 33029

City

State

ZIP

Phone

(954) 433-2126A

CORPORATION(S) NAME

Morgan Media, Inc.

- |  |  |   |
|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 |  |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input type="checkbox"/> Mail Out                   |

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K. Rolfe

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CR2E031(R8-85)



Empire Toll Free: 1-800-432-3028

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DIVISION OF CORPORATION

MORGAN MEDIA, INC.

ARTICLES OF INCORPORATION

THE UNDERSIGNED, desiring to incorporate a corporation under the provisions of the Florida Corporation Act does hereby certify:

1. The name of the corporation is MORGAN MEDIA, INC.
2. The term for which the corporation is to exist is perpetual.
3. The general nature of the business to be transacted by the corporation shall be to engage in any act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Florida Corporation Act.
4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is five hundred (500) shares of common stock having a par value of one dollar (\$1.00) each.
5. The initial principal office of the corporation shall be located at 130 Shore Road, Suite 248, Port Washington, NY 11050. Registered Agent shall be ANTHONY T. LEPORE, ESQ, P.A.
6. The initial Board of Directors shall be comprised of two (2) members. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1).

The names and addresses of the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
DAVID RIMMER	130 Shore Road #248, Port Washington, NY 11050
JENNIFER E. RIMMER	130 Shore Road #248, Port Washington, NY 11050

7. The name and address of the incorporator hereof is:

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NAME

ADDRESS

DAVID RIMMER

130 Shore Road #248, Port Washington, NY 11050

8. The formation of the corporation shall be effective as of the date of execution and acknowledgment hereof.

9. With respect to all shares of stock of the corporation, every Shareholder upon a sale for cash or other property of any such new shares of stock, or options or warrants therefore, shall have the pre-emptive right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price at which such new shares of stock, or option or warrants therefor, are offered to others.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 10 day of DECEMBER, 1997.

  
\_\_\_\_\_  
DAVID RIMMER

STATE OF FLORIDA )  
                              ) ss:  
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared DAVID RIMMER, who (is known to me personally)(produced a valid driver's license as identification) and upon being first duly sworn acknowledged that he executed the foregoing document freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 10 day of DECEMBER, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission expires:



MARA F. LEPORE  
My Commission CC559749  
Expires Jun. 06, 2000

CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE VERIFIED

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

That MORGAN MEDIA, INC., desiring to organize under the laws of the State of Florida, with its principal office at 130 Shore Road, #248, Port Washington, NY 11050, has named ANTHONY T. LEPORE, ESQ., P.A., located at 18145 S.W. 5th Court, Pembroke Pines, FL 33029, Broward County, Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

  
ANTHONY T. LEPORE, ESQ., P.A.

By: Anthony T. Lepore, Esq.

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