

PG 7000108694

Gilbert Estim
Requestor's Name

444 Brickell Ave., Suite 51221
Address

Miami, FL 33131

City/State/Zip

Phone #

900002384079--7

-12/29/97--01026--007

*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) 900002384079--7
-12/29/97--01026--008
*****8.50 *****8.50
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #) **EFFECTIVE DATE**
1-1-98
4. _____ (Corporation Name) _____ (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 DEC 29 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 12/30/97

**ARTICLES OF INCORPORATION
OF
SOHO MEDIA, INC.**

97 DEC 29 AM 10:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to the contract and hereby forms a corporation for profit under chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is SOHO MEDIA, INC.

EFFECTIVE DATE
1-1-98

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 534 Prospect Avenue, Oradell New Jersey, 07649.

ARTICLE 4 - INCORPORATOR

The name and street address of the Incorporator of this corporation is:

Gilbert Estime'
ESTIME, INC.
444 Brickell Ave, Suite 51-221
Miami, Fl 33131

ARTICLE 5 - PRESIDENT

The initial president of the corporation shall be Keith O'Neill whose address shall be the same as the principal office of the corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is TWO THOUSAND FIVE HUNDRED (2,500) shares of common stock, each having the par value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the corporation.

6.4 The board of directors of the corporation may, by the articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or condition of redemption of the stock.

ARTICLE 7 - "S-CORPORATION"

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this corporation may elect and if elected, shall continue such election to be an S corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the corporation unanimously agree otherwise in writing.

7.2 After this corporation has elected to be an S-Corporation, none of the shareholders of this corporation, without the consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each State of stock issued by this Corporation shall contain the following legend: "The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 8 - POWERS OF CORPORATION

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 10 -- REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent of this corporation is Gilbert Estime, located at 444 Brickell Ave, Suite 51-221, Miami FL 33131.

ARTICLE 11 - BYLAWS

The board of directors shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the by laws of the Corporation, but the affirmative vote of a number of directors equal to a majority of the number who would constitute a full board of Directors at the time of such action shall be necessary to take action for the making, alteration, amendment or repeal of the Bylaws.


ARTICLE 12 - EFFECTIVE DATE

These Articles of Incorporation shall be effective January 1, 1998.

ARTICLE 13 - AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these articles of incorporation or any amendment hereto are granted subject to this reservation.


IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filled the foregoing Articles of Incorporation under the laws of the State of Florida, this 26 th day of December, 1997.



Gilbert Estime, Incorporator
ESTIME, INC.

444 Brickell Ave, Suite 51-221
Miami, FL 33131

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 the 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/Registered agent

12/26/97
Date

FILED
97 DEC 29 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA