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JENNIFER DALEY
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THOMASINA H. WILLIAMS

FILED
98 JAN -2 PM 1:58
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

November 5, 1997

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

800002377488--0
-12/19/97--01035--002
***131.25 ***131.25

SUBJECT: UNITED MEDIA, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00

Filing fee

☐ \$78.75

Filing fee
& Certificate

☐ \$122.50

Filing fee
& Certificate
(ADDITIONAL COPY REQUIRED)

☒ \$131.25

Filing fee, Certified Copy
& Certificate
(ADDITIONAL COPY REQUIRED)

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From: Miyoshi D. Smith
Law Offices
William & Associates
80 S.W. 8th Street
Suite 1830
Miami, FL 33130

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F. CHESSEX JAN 2 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 22, 1997

MIYOSHI D SMITH LAW OFFICES
80 SW 8 STREET STE 1830
MIAMI, FL 33130

SUBJECT: UNITED MEDIA, INC.
Ref. Number: W97000028429

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98 JAN -2 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for UNITED MEDIA, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

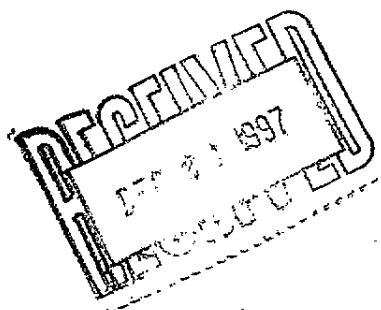
The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 197A00059989



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WILLIAMS & ASSOCIATES, P.A.
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MIYOSHI D. SMITH
THOMAS H. WILLIAMS, JR.
THOMASINA H. WILLIAMS

FILED
98 JAN -2 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 31, 1997

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

SUBJECT: UNITED MEDIA COMMUNICATIONS AND ENTERTAINMENT, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00

Filing fee

☐ \$78.75

Filing fee
& Certificate

☐ \$122.50

Filing fee
& Certificate
(ADDITIONAL COPY REQUIRED)

☒ \$131.25

Filing fee, Certified Copy
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

UNITED MEDIA COMMUNICATIONS AND ENTERTAINMENT, INC.

The undersigned incorporators, natural persons competent to contract, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

UNITED MEDIA COMMUNICATIONS AND ENTERTAINMENT, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1539 Normandy Boulevard, Suite 6
Jacksonville, FL 32205

ARTICLE III - CAPITAL STOCK

The aggregate number of authorized shares is:

This corporation is authorized to issue Five Thousand (5000) shares of One and NO/100 Dollars (\$1.00) par value common stock. Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as ~~NONVOTING~~ by a resolution recorded in the corporation's minute book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MIYOSHI SMITH, ESQUIRE
Law Offices Willams and Associates
Brickell Bay View Centre, Suite 1830
80 S.W. EIGHTH STREET
Miami, Florida 33130

ARTICLE V - NAMES AND ADDRESSES OF THE INCORPORATORS

The names and addresses of the incorporators is:

Lawrence P. Doss
19391 Suffolk Drive
Detroit, MI 48203

ARTICLE VI - INITIAL BOARD OF DIRECTORS

All corporate power shall be exercised by and under the authority of the Board of Directors. All business and affairs of the corporation shall be managed under the direction of the Board of Directors. Any and all additional powers and duties conferred to or imposed upon the Board of Directors, shall be by resolution of the shareholders. The number of directors may be either increased or diminished from time to time but shall never be less than one (1).

The name and address of the initial directors are:

O'Neal Swanson	Walter Douglas
19391 Suffolk Drive	19391 Suffolk Drive
Detroit, MI 48203	Detroit, MI 48203

Lawrence P. Doss
19391 Suffolk Drive, Detroit, MI 48203

ARTICLE VII - DURATION

The corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida and will exist perpetually.

The corporation will not commence business until at least

one hundred dollars (\$100.00) have been received by it as consideration for the issuance of shares. The delay in commencing business shall not continue more than ninety (90) days after the date of filing by the Secretary of the State of Florida.

ARTICLE VIII - PURPOSE

The purpose of the corporation is:

The transaction of any and all lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Florida Statutes § 607.0302 et seq., as amended, and the doing of all lawful things related thereto.

ARTICLE IX - PREEMPTIVE RIGHTS

Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are reserved.

ARTICLE X - RESTRAINT ON TRANSFER OF SHARES

The directors reserve the right to restrict and consent to all transfers of corporate stock to insure compliance with the requirements under 26 USC § 1361 (Subchapter S of the Internal Revenue Code).

ARTICLE XI - INDEMNIFICATION

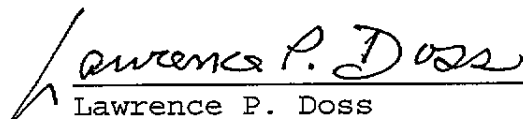
The corporation may indemnify any present or former officer, incorporator, or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE XII - AMENDMENT

The shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote of the voting stock of the corporation that is present at any regular meeting of the shareholders called for the purpose. These Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation, this 17th day of
November, 1997.


Lawrence P. Doss

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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, ORGANIZATION 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:

UNITED MEDIA COMMUNICATIONS AND ENTERTAINMENT, INC.

2. The name and address of the registered agent and office is:

**MIYOSHI SMITH, ESQUIRE
Law Offices Willams and Associates
Brickell Bay View Centre, Suite 1830
80 S.W. EIGHTH STREET
Miami, Florida 33130**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designed 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.

Miyoshi D. Smith
(Signature)

December 31, 1997
(Date)

DIVISION OF CORPORATION, P.O BOX 6327, TALLAHASSEE, FL 32314