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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: R & B DIGITAL PUBLISHING, INC.

AUDIT NUMBER.....H98000000500

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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**ARTICLES OF INCORPORATION
OF
R & B DIGITAL PUBLISHING, INC.**

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**ARTICLE I
NAME**

The name and principal address of the corporation shall be:

R & B DIGITAL PUBLISHING, INC.
13353 N.E. 17th Avenue
North Miami, Florida 33181.

**ARTICLE II
DURATION**

The corporation shall commence its existence upon the filing of these Articles of Incorporation, and shall exist perpetually unless sooner dissolved according to law.

**ARTICLE III
PURPOSE**

It is the purpose of this corporation to engage or transact in any and all lawful activities or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue One Thousand Five Hundred (1500) shares of \$1.00 par value common stock.

This document prepared by:

SCOTT MARQUESS, ESQ.
Florida Bar No: 368326
20801 Biscayne Blvd., Suite 303
Aventura, FL 33180
Tel: (305) 933-8933

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ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT/PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is 13353 N.E. 17th Avenue, North Miami, FL, 33181. The name of the initial registered agent of the corporation is SCOTT MARGULES, ESQ., 20801 Biscayne Boulevard, Suite 303, Aventura, FL 33180.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

RANDY GARCIGA
19841 N.E. 19th Avenue
North Miami Beach, FL 33179

BARRY COHEN
1616 S.W. 4th Court
Fort Lauderdale, FL 33312

ARTICLE VII
OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed

are: RANDY GARCIGA President/Treasurer
19841 N.E. 19th Avenue
North Miami Beach, FL 33179

BARRY COHEN Vice President/Secretary
1616 S.W. 4th Court
North Miami, FL 33181

This document prepared by:

SCOTT MARGULES, ESQ.
Florida Bar No: 368326
20801 Biscayne Blvd., Suite 303.
Aventura, FL 33180

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ARTICLE VII
INCORPORATOR

The name and street address of the incorporator to these
Articles of Incorporation:

RANDY GARCIGA

19841 N.E. 19th Avenue
North Miami Beach, FL 33179

ARTICLE IX
INDEMNIFICATION

This corporation shall indemnify any officer or Director, or
any former officers or directors, to the fullest extent permitted
by law.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 12th day of January, 1998.

R & B DIGITAL PUBLISHING, INC.



RANDY GARCIGA, President

This document prepared by:

SCOTT MARGULES, ESQ.
Florida Bar No: 368326
20801 Biscayne Blvd., Suite 303
Aventura, FL 33180
Tel: (305) 933-8933

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN
THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE
DISCHARGE OF HIS DUTIES.

DATED THIS 6th DAY OF JANUARY, 1998.



SCOTT MARGULES, ESQ.

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This document prepared by:

SCOTT MARGULES, ESQ.
Florida Bar No: 368326
20801 Biscayne Blvd., Suite 303
Aventura, FL 33180
Tel: (305) 933-8933

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STATE OF FLORIDA

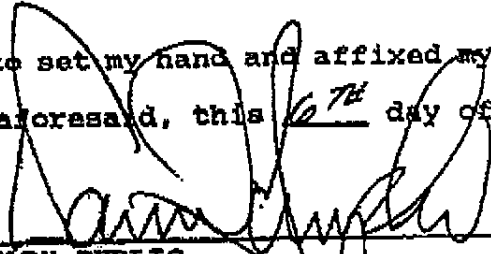
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COUNTY OF DADE

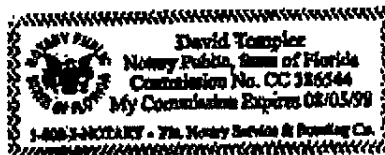
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BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared RANDY GARCIGA and SCOTT MARGULES, ESQ. personally known to me to be the Incorporator and the Registered Agent, respectively, executed the foregoing Articles of Incorporation of R & B DIGITAL PUBLISHING, INC., and they acknowledged before me that they executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 16TH day of January, 1998.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



This document prepared by:

SCOTT MARGULES, ESQ.
Florida Bar No: 368326
20801 Biscayne Blvd., Suite 303
Aventura, FL 33180
Tel: (305) 933-8933

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