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TRANSMITTAL LETTER

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

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-01/12/98-01083-018
*****78.75 *****78.75

SUBJECT: ELLED A MEDIA International, Inc.
(Proposed corporate name - must include suffix)

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

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB -2 AM 11:27

FILED

FROM:

Adelle Hughes-
Name (printed or typed)

1525 16th St. So.
Address

St. Petersburg, FL 33705
City, State & Zip

813-822-5455
Daytime Telephone number

CB
2-2-98

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
ELLEDA MEDIA INTERNATIONAL, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, desire to incorporate under Chapter 607, Florida Statutes. We hereby associate ourselves together for the purpose of forming a corporation FOR PROFIT under the laws of the State of Florida.

**ARTICLE I
NAME AND AFFILIATION**

The name of this corporation shall be: **ELLEDA MEDIA INTERNATIONAL, INC.**, and its Principal Place of Business shall be at 1525 Sixteenth Street South, St. Petersburg, Pinellas County, Florida, 33705.

ARTICLE II

The purpose of this corporation shall be as follows:

1. To provide a broadcast production medium for the empowerment of the community, dissemination of information and edification of knowledge throughout the state of Florida;
2. To create a system of communication between all levels and phases of community services, events;
3. To develop, create and produce quality television broadcast productions not limited to corporations, municipal agencies, academic institutions, entertainment;
4. To provide specific job training, staffing and other alternative career options to targeted individuals throughout the state of Florida;
5. To provide viable employment to target individuals located within the state of Florida; and to
6. To engage in any and all other lawful activities as interests develop so authorized and allowed by the State of Florida.

**ARTICLE III
EXISTENCE**

This corporation shall have a perpetual existence.

**ARTICLE IV
SUBSCRIBERS**

The names and addresses of the subscribers of these Articles of Incorporation are:

Chisa Daniels	1525 16th Street So. St. Petersburg, FL 33705
Adelle Hughes	1525 16th Street So. St. Petersburg, FL 33705
Michelle Daniels	1525 16th Street So. St. Petersburg, FL 33705

**ARTICLE V
MANAGEMENT OF CORPORATION AND ELECTION OF OFFICERS**

The officers who will manage the affairs of the corporation shall consist of a President , Chief Executive, Scretary and Treasurer, who shall be elected on an annual basis by the members of the corporation at the annual corporation meeting.

**ARTICLE VI
INITIAL CORPORATE OFFICERS**

The officers who shall manage the affairs of the corporation until the first election under the Articles of Incorporation, and who will, thereafter, continue as such officers until their respective successors are elected and qualified shall be as follows:

Adelle Hughes	Chief Executive Officer (CEO)/Secretary
Annette Knowlton	President/Treasurer

**ARTICLE VII
BOARD OF DIRECTORS**

Section 1: The business affairs of this corporation shall be managed by the Board of Directors.

Section 2: The Board of Directors shall consist of three to eleven (3-11)

members. Directors shall be chosen by the majority vote of all members present at the annual meeting of the corporation.

Section 3: The duly selected Board of Directors may elect from such board an Executive Committee, which Executive Committee shall, subject to ratification by the Board of Directors as a whole, have the same powers and authority as set forth herein for the Board of Directors. The By-Laws may impose other conditions or restrictions.

Section 4: Directors shall be elected to serve for two years, however, the terms of the first Directors shall be equally staggered for one and two years as provided by the By-Laws.

Section 5: The Board of Directors may fill vacancies on the Board until the Annual Meeting of the Members.

Section 6: The names and addresses of the persons who are to serve as Directors until such time as a Board of Directors is selected in conformance with these Articles of Incorporation are:

O. Henry Lee-Johnson, M.D.	1525 16th Street So. St. Petersburg, FL 33705
David Touch	724 Woodmont Drive. Tarpon Springs, FL
Cosmen Knowlton	2915 Oakvale Falls Drive Decatur, Georgia 30034
Crissy Knowlton	519-C Northridge Drive Atlanta, GA 30350
Eric Daniels III	4762 Ridgewood Drive Forest Park, GA 30068
Chisa Daniels	1525 16th Street So. St. Petersburg, FL 33705
Michelle Daniels	1525 16th Street So. St. Petersburg, FL 33705
Michael Daniels	1525 16th Street So. St. Petersburg, FL 33705

**ARTICLE XIV
AMENDMENT TO BY-LAWS**

These By-Laws may be altered, amended or rescinded by a vote of two-thirds of the members of the Board of Directors present at any regular meeting of the Board or at any special meeting of the Board of Directors called for that purpose, provided a quorum is present at such meeting as herein designated.

**ARTICLE XV
INDEMNIFICATION**

The corporation shall indemnify and hold harmless any Officer, Director, or employee of the corporation, or any former officers, director or employee of the corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

**ARTICLE XVI
THE CHAIRMAN OF THE BOARD**

The Chief Executive Officer shall initially be appointed as the Chairman of the Board. The Chairman shall preside at all meetings of the members of the Board of Directors and shall perform such other duties as is usual and customary to such office. The Chairman of the Board shall, at least thirty (30) days before each annual meeting, appoint a committee to nominate officers and directors for the ensuing year.

**ARTICLE XVII
VICE CHAIRMAN**

The Vice Chairman of the Board shall, in the absence of the Chairman, preside at the meetings and perform the duties of such office.

**ARTICLE XVIII
THE PRESIDENT**

The President shall be appointed annually and serve at the pleasure of the Board of Directors.

**ARTICLE XIX
THE SECRETARY**

The Secretary shall perform such duties as are usual and customary to such office and

Michael Daniels

1525 16th Street So.
St. Petersburg, FL 33705

Rolan Daniels

1525 16th Street So.
St. Petersburg, FL 33705

VIII BY-LAWS

The By-Laws of the Corporation are to be made, altered or rescinded upon the majority of the members of the Board of Directors after due notice to all members at least two (2) weeks in advance of any meeting of the Board of Directors.

VIX AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation may be proposed and adopted by majority vote of the members of the corporation at any annual or special meeting called for that specific purpose and provided a copy of the proposed amendment shall have been distributed to all members of the corporation at least two (2) weeks in advance of the meeting.

ARTICLE X THE TREASURER

The Treasurer of the Corporation shall cause all funds coming into the Corporation to be deposited in the name and to the credit of the corporation in such depository or depositories as may be designated by the Board of Directors, and shall keep records of accounts of all receipts and disbursements, taking proper vouchers for such disbursements, and shall render to the members of the Board of Directors an account of all such receipts and disbursements and the financial condition of the corporation at the request of said board.

ARTICLE XII SEAL OF THE CORPORATION

The seal shall be kept at the executive offices of the corporation in the custody of the President and/or CEO. The Secretary or the President shall attest and affix the seal to all contracts and legal documents made by the Corporation.

ARTICLE XIII FISCAL YEAR

perform such other duties as may be prescribed by the Chairman, the President or the Board of Directors.

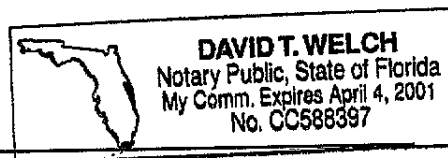
**ARTICLE XX
REGISTERED AGENT**

The Corporation shall have its Registered Office at 1525 16th Street So., St. Petersburg, Florida, 33705 and at such further offices that maybe hereafter required.

The Registered Agent of this Corporation shall be Jose A. Castaneda.


Acceptance of Registered Agent

SEAL

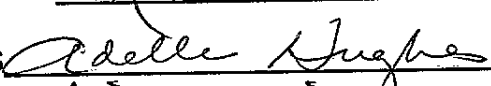



NOTARY PUBLIC

WITNESS MY HAND AND SEAL THIS 5th DAY OF JANUARY, 1998 AD

SUBSCRIBERS TO INCORPORATION:

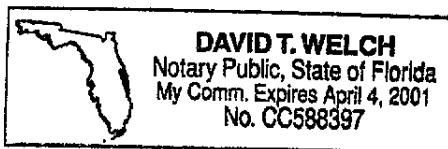
MICHELLE DANIELS 

ADELLE HUGHES 

CHISA DANIELS 


NOTARY PUBLIC

WITNESS OUR HAND AND SEAL THIS 5th DAY OF DECEMBER, 1997 AD.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED