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STEARNS WEAVER

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: STEARNS WEAVER MILLER, ET AL.
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NAME: METROMEDIA GROUP, INC.

AUDIT NUMBER.....H98000004346

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

CERT. OF STATUS...1

PAGES..... 3

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March 5, 1998

STEARNS WEAVER MILLER, ET AL.,

SUBJECT: METROMEDIA GROUP, INC.
REF: W98000004858

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

FAX Aud. #: H98000004346
Letter Number: 898A00012080

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ARTICLES OF INCORPORATION

OF

METROMEDIA GROUP, INC.ARTICLE I - NAME AND ADDRESS

The name of the Corporation is MetroMedia Group, Inc..
The address of the principal office and the mailing address of the Corporation is 1535 Garcia Avenue, Coral Gables FL. 33146.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Luis Gonzalez
Stearns Weaver Miller et al.
150 W. Flagler Street, Suite 2200
Miami, FL. 33130
(305)789-3225

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ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

Name

Address

Luis Gonzalez

1535 Garcia Avenue
Coral Gables, FL.
33146

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of ONE person[s]. The number of directors may be [increased and thereafter] either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name[s] and address[es] of the member[s] of the initial Board of Directors of the Corporation [is/are]:

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<u>Name</u>	<u>Address</u>
<u>Luis Gonzalez</u>	<u>1535 Garcia Avenue</u> <u>Coral Gables, FL.</u> <u>33146</u>

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
<u>Luis Gonzalez</u>	<u>1535 Garcia Avenue</u> <u>Coral Gables, FL.</u> <u>33146</u>

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.


ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this Nineteenth day of February, 1998.

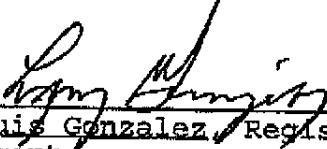

Luis Gonzalez, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.


Luis Gonzalez, Registered Agent

4Luis Gonzalez
Stearns Weaver Miller et al.
150 W. Flagler Street, Suite 2200
Miami, FL 33130
(305)789-3225

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