

TRANSMITTAL LETTER

P98000036956

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 23 PM 12:50

SUBJECT: Zero Media Corporation

Enclosed is an original and 1 copy of the Articles of Incorporation for the above corporation and a check in the amount of \$78.75.

FROM: Adam Worobec  
1162 Fay Avenue  
Largo, FL 33771

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-04/23/98--01059--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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98 APR 23 PM 12:43  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

4-23  
52-5

ARTICLES OF INCORPORATION  
OF  
Zero Media Corporation

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporations Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I  
NAME

The name of the corporation shall be:  
Zero Media Corporation

ARTICLE II  
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be  
1350 E4 Mahan Drive  
Suite 323  
Tallahassee, FL 32308

ARTICLE III  
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000,000

ARTICLE IV  
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:  
Joyce Hinton  
2883 Fair Green Drive  
Clearwater, FL 33761

ARTICLE V  
INCORPORATORS

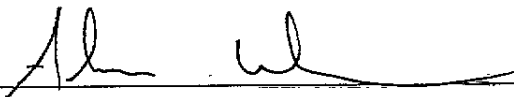
The names and street addresses of the incorporators to these Articles of Incorporation are:

Adam M. Worobec  
1162 Fay Avenue  
Largo, FL 33771

Phillip D. Hinton  
2883 Fair Green Drive  
Clearwater, FL 33761

The undersigned have executed these Articles of Incorporation this

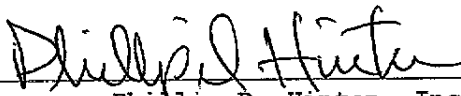
23 day of April, 1998.



Adam M. Worobec, Incorporator

4/23/98

Date



Phillip D. Hinton, Incorporator

4/23/98

Date

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DIVISION OF CORPORATIONS  
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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized 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:

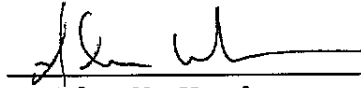
Zero Media Corporation

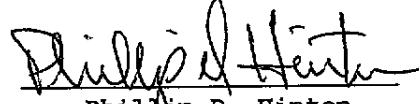
2. The name and address of the registered agent and office is:

Joyce Hinton  
2883 Fair Green Drive  
Clearwater, FL 33761

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Signatures:

  
Adam M. Worobec

  
Philip D. Hinton

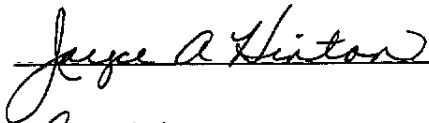
Title: Incorporators

Date:

4/23/98

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 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:



Date:

April 20, 1998