Charter Number Only FILED 98 APR 27 AM 10: 53 Į D A T 0 Requestor's 0 Address N City State 500QQ ****122.50 STEPTIVE BATE CORPORATION(S) NAME DIVISION OF CORPORATION $\tilde{\omega}$ D AF R **I*P** Toll Free: 1-800-432-3028 111 ö **Profit** () Merger NonProfit) Amendment) Dissolution) Mark) Foreign () Other) Limited Partnership) Annual Report) Change of Registered Agent) Reinstatement) Reservation) Photo Copies () Certificate Under Seal **Certified Copy**) Call If Problem) After 4:30 Call When Ready () Will Wait) Pick Up () Mail Out Walk In Name Availability Document Examiner Updater APR 2 7 1998 K. Rolfe Verifier Acknowledgment

CR2E031 (R8-85)

W.P. Verifier



ARTICLES OF INCORPORATION OF

Ultimedia International, Inc.

The undersigned, acting as incorporator of a Floridal corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation is Ultimedia International, Inc.

ARTICLE II

DURATION

The Corporation shall have perpetual existence commencing April 23, 1998.

ARTICLE III

STREET AND MAILING ADDRESS

The street and mailing address of the Corporation shall be:

2000-M Linton Lake Drive Delray Beach, Florida 33445

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue 3,000 shares of common stock with a \$1.00 par value per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 301 Clematis Street, Suite 203, West Palm Beach, FL 33401. The name of the initial registered agent of the Corporation at the address is Carla L. Brown, Esq.

ARTICLE VII

INITIAL DIRECTORS

The Corporation shall have three initial directors. The name and address of the directors are:

William Carston Kercher III 1545 Euclid Avenue, #2L

Miami Beach, Florida 33139

Jonathan Lewis Spector 2000-M Linton Lake Drive

Delray Beach, Florida 33445

Dirk Neumann 1325 Guava Isle

Ft. Lauderdale, Florida 33315

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend, or repeal bylaws of the Corporation shall be vested in the shareholders of the Corporation.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is as follows:

Jonathan Lewis Spector 2000-M Linton Lake Drive

Delray Beach, Florida 33445

IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation this 23° day of April 1998.

Jonathan Aewis Spector

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Carla L. Brown, Esq., am familiar with and accept the obligations of the appointment as the initial registered agent of Ultimedia International, Inc., as made in the foregoing Articles of Incorporation.

DATED: April 23, 1998.

Carla L. Brown

Carla L. Brown, Esq.

98 APR 27 AM 10: 53 SECRETARY OF STATE