

P980000039213

PINNACLE MEDIA GROUP, INC.
101 SOUTHHALL LANE, SUITE 400
MAITLAND, FL 32751

April 16, 1998

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

400002505154--7
-04/29/98--01061--004
****122.50 ****122.50

Re: Pinnacle Media Group, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for a newly formed Florida corporation. Also enclosed please find the appropriate fee of \$122.50 for filing same.

Your expedited processing of this corporation would be appreciated.

Thank you for your assistance in this matter.

Sincerely,



David Drazen

enclosures

FILED
98 APR 29 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA - 4/30/98

ARTICLES OF INCORPORATION
OF
PINNACLE MEDIA GROUP, INC.

FILED
98 APR 29 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is:

PINNACLE MEDIA GROUP, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE IV. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is

Pinnacle Media Group, Inc.
101 Southhall Lane Suite 400
Maitland, FL 32751

ARTICLE V. BOARD OF DIRECTORS.

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VI. INITIAL DIRECTOR AND OFFICERS

The name of the initial officer(s) and director of this Corporation and his street address is:

President & Director - Sean Mc Cabb
Vice President & Director - Randy Young
Secretary/Treasurer & Director - David Drazen

ARTICLE VII. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a par value of \$1.00 per share.

ARTICLE VIII. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent and the initial registered principal office are:


Sheryl Sharp
101 Sunnyside Rd, Suite 200
Casselberry, FL 32707

ARTICLE IX. INCORPORATORS.

The name and street address of the initial incorporator, to these articles of incorporation is:

David Drazen
101 Southhall Lane, Suite 400
Maitland, FL 32751

The undersigned David Drazen, has executed these articles of incorporation on 4-16, 1998.



David Drazen, Incorporator


DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, 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
PINNACLE MEDIA GROUP, INC.
2. The name of the registered agent is Sheryl Sharp.
3. The address of the registered agent/registered office is
101 Sunnytown Road, Suite 200, Casselberry, FL 32707

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


Sheryl Sharp

Dated: 4-16-98

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TALLAHASSEE, FLORIDA