

THE ARIEL BUSINESS GROUP, INC.
Business & Management Consultants

P98000044336

May 11, 1998

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***121.50 ***121.50

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

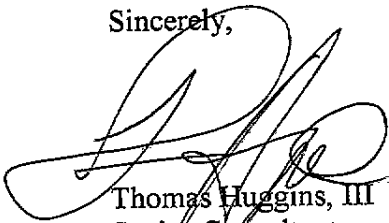
RE: 3N Media, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above referenced client. Also, you will find a check in the amount of \$121.50, which will cover the processing fees and a certified copy of the Articles of Incorporation.

If you should have any questions, please do not hesitate to call our office.

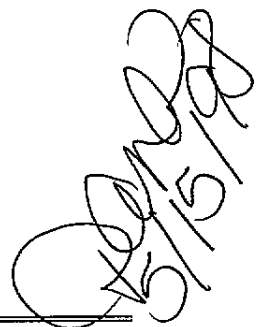
Sincerely,


Thomas Huggins, III
Senior Consultant

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98 MAY 14 PM 4:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosures

THIII/gh



ARTICLES OF INCORPORATION
OF
3N MEDIA, INC.

FILED
98 MAY 14 PM 4: 10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, the undersigned have placed their signatures and seals upon this document for the purposes of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be **3N Media, Inc.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes: To provide promotional advertising, designs and marketing services.

To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities as evidenced of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of any state, district, territory or country; to purchase, hold as an investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, and while the owner, holder of pledges of such stock, security, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; to aid in any lawful manner any corporation or association of which the bonds, or other securities, or evidences of indebtedness, or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation;

To acquire by purchase or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business similar to those purposes, and to take up any business, similar or incidental to the business in which this corporation is engaged, as to going concern or otherwise: (1) by purchase of the assets thereof wholly or in part; (2)

by acquisition of the capital or any part thereof, or (3) in any other manner, and to pay for the same in cash, the stock or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise; to hold, maintain and operate or in any manner dispose of the whole or any part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of business;

To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;

To purchase, take, acquire, lease, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing house, warehouses or works thereon and appurtenant or convenient thereto;

To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend the trade and business interest of corporation, association, firms and individuals;

To borrow money, to give its promissory notes or other evidences of indebtedness therefore, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but not thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed or trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;

To make by-laws and regulations not inconsistent with the constitution or laws of the United States, or of this state, or of the Charter of the corporation; to have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description and for the purpose of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law;

TO TRANSACT ANY OR ALL LAWFUL BUSINESS:

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and their statements contained in each clause shall, except where otherwise expressly stated, be in no ways limited

or restricted by reference to or interference from the terms of any other clause but shall be regarded as independent purposes and powers, rights or privileges given by law to corporations.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$.10 per share.

ARTICLE V **INITIAL PRINCIPAL BUSINESS OFFICE**

The principal business office of the corporation is: 4509 Ashmore Drive, Tampa, Florida, 33610.

ARTICLE VI **INITIAL REGISTERED AGENT**

The registered agent and office of this corporation is:

Jeff Newton
4509 Ashmore Dr.
Tampa, FL 33610

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one and said corporation is authorized to have three (3) Directors at any one time. The names and addresses of the initial directors of this corporation are:

Jeff Newton
4509 Ashmore Drive
Tampa, FL 33610

ARTICLE VIII - OFFICERS AND BYLAWS

The officers of this corporation shall be a President, who shall be a Director of the corporation; a Secretary and a Treasurer, and such other Officers and Agents as may be necessary. All Officers and Agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the Board of Directors. Any person may hold two offices, or more initially or until the Board of Directors may add pursuant to these articles. The names and addresses of the initial officers of this corporation are:

<u>Name</u>	<u>Office</u>
Jeff Newton 4509 Ashmore Dr. Tampa, FL 33610	President
Gloria Newton 4509 Ashmore Dr. Tampa, FL 33610	Secretary
Willie Stokes 2103 W. Minnehaha Tampa, FL 33604	Treasury

ARTICLE IX
SPECIAL PROVISION

It is the intent of the corporation to qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S Corporation.


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the By-laws.

ARTICLE X - INCORPORATORS

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

Jeff Newton
4509 Ashmore Dr.
Tampa, FL 33610

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this the day of **May 11, 1998**.



Incorporator

STATE OF FLORIDA
COUNTY OF

Personally appeared before me, the undersigned Notary Public, this day, **May 11**, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this day of **May 11, 1998**.



Notary Public

My Commission Expires:



3N Media, Inc.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/OFFICE**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

In pursuant of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST that 3N Media, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the **City of Tampa, County of Hillsborough, State of Florida**, has named Jeff Newton located at 4509 Ashmore Drive, Tampa, **County of Hillsborough, State of Florida**, as its agent to accept service of process within said State.

ACKNOWLEDGEMENT:

Having been named to accept services of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 and 607.0505 Florida Statutes.



(Name)

**Registered Agent
Incorporator**

5/11/98

Date

FILED
98 MAY 14 PM 4:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA