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ARTICLES OF INCORPORATION

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The undersigned incorporator, for the purpose of forming a corporation under the Florida

Business Corporation Act, hereby adopts the following Articles of Incorporation. 98 MM 27 PM 3: 31

ARTICLE I NAME

The name of the corporation shall be:

VP Media, Inc.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1801 South Federal Highway, Ste. 235, Delray Beach, Florida 33483

ARTICLE III SHARES

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

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

C T CORPORATION SYSTEM 1200 South Pine Island Road Plantation, Florida 33324

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Joey Bryan

c/o C T Corporation System, 660 East Jefferson Street

Tallahassee, FL 32301

Signature/Incorporator

Joey Bryan

May 27, 1998

Date

(An additional article must be added if an effective date is requested.)

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

CT CORPORATION SYSTEM

Signature/Registered Agent

5127198

Date

CONNIE BRYAIN ---

SPECIAL ASSISTANT SPORTARY

• ARTICLE VI DIRECTORS

Joseph Randazza 1801 South Federal Highway, Ste. 235

Delray Beach, FL 33483

Eric Bachkoff 1801 South Federal Highway, Ste. 235

Delray Beach, FL 33483