

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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mGB media Group, Inc.

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Signature \_\_\_\_\_

Requested by: Chen 7.2 848  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

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**ARTICLES OF INCORPORATION OF MGB MEDIA GROUP, INC**

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The undersigned incorporator, for the purpose of forming a corporation under the laws of the State Of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE**

The name of the corporation shall be MGB media group, inc.

**ARTICLE TWO**

This corporation shall have a perpetual existence unless sooner dissolved according to law, and shall commence corporate existence upon the filing of these Articles by the Department of State.

**ARTICLE THREE**

This organization is incorporated for the purposes of transacting, conducting, carrying on, operating and engaging in the business of Advertising Agency, Marketing, Public Relations including, but not limited to consulting, and any or all ancillary services or convenient activities for the purposes of carrying out and effecting the objectives of the corporation, and in respect thereto, and to transact and engage in any business permitted under the laws of the State of Florida, and of the United States of America.

**ARTICLE FOUR**

The corporation is authorized to issue One Million (1,000,000) shares of stock at no par value per share which shall be designated "Common Stock".

**ARTICLE FIVE**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares), at the price which it is offered to others.

**ARTICLE SIX**

The principal place of business and mailing address of this corporation shall be: 700 Starkey Rd., suite 1423, Largo, Florida 33771.

**ARTICLE SEVEN**

The name and Florida address of the initial registered agent are: D. Michael Grey, 700 Starkey Rd., suite 1423, Largo, Florida.

#### **ARTICLE EIGHT**

The corporation will have three (3) Directors initially. The number of Directors may be increased or diminished from time-to-time by the by-laws of this corporation, but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

D. Michael Grey  
700 Starkey Rd., suite 1423  
Largo, Florida 33771

Arthur J. Brooks  
700 Starkey Rd., suite 1423  
Largo, Florida 33771

Robert R. Meara  
700 Starkey Rd., suite 1423  
Largo, Florida 33771

#### **ARTICLE NINE**

The names and addresses of the initial officers of this corporation, who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until their respective successors are elected and have qualified are:

President, Treasurer  
D. Michael Grey  
700 Starkey Rd., suite 1423  
Largo, Florida 33771

Executive Vice President, Secretary  
Arthur J. Brooks  
700 Starkey Rd., suite 1423  
Largo, Florida 33771

Executive Vice President  
Robert R. Meara  
700 Starkey Rd., suite 1423  
Largo, Florida 33771

#### **ARTICLE TEN**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone, as provided by law.

#### **ARTICLE ELEVEN**

The Directors of this corporation may take action by written consent, as provided by law.

## ARTICLE TWELVE

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE THIRTEEN

The name and address of the person signing these articles of incorporation as incorporator is:

D. Michael Grey  
700 Starkey Rd., suite 1423  
Largo, Florida 33771

IN  
WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation in duplicate on the 29<sup>th</sup> day of JUNE, 1998.

  
D. Michael Grey  
incorporator

## STATEMENT OF REGISTERED AGENT

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.

  
registered agent

6/29/98  
date

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