

P980000062258

TROY P. BERNIER
200 BISCAYNE BOULEVARD WALK
APARTMENT #15H
MIAMI, FLORIDA 33131

July 9, 1998

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

RE: **Articles of Incorporation**
Dendritic Productions, Incorporated

300002586693-7

-07/13/98--01084--004
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find a money order in the amount of \$122.50 for filing the Articles of Incorporation, obtaining a certified copy of same, and payment of the Designated Registered Agent's fee.

Please forward the certified copy of the Articles of Incorporation to my attention at the address listed above.

Thank you for your cooperation in this matter.

Sincerely,

Troy P. Bernier
TROY P. BERNIER

FILED
98 JUL 13 AM 10:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

15.898
JUL 15 1998

**ARTICLES OF INCORPORATION
OF
DENDRITIC PRODUCTIONS, INCORPORATED**

FILED
98 JUL 13 AM 10:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation for profit under the laws of the State of Florida, to provide video programming, music, and other forms of multimedia via the Internet, hereby adopts the following Articles of Incorporation:

**ARTICLE I
Business Name**

The name of the corporation shall be Dendritic Productions, Incorporated.

**ARTICLE II
Principal Office**

The principal place of business and mailing address of this corporation shall be located at 200 Biscayne Boulevard Way, Suite #15H, Miami, Florida 33131.

**ARTICLE III
Capital Stock**

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV
Perpetual Existence**

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged.

ARTICLE V
Initial Registered Agent

The name and address of the initial registered agent is Troy P. Bernier, 200 Biscayne Boulevard Way, Suite #15H, Miami, Florida 33131.

ARTICLE VI
Incorporator

The name and street address of the incorporator signing these articles is Troy P. Bernier, 200 Biscayne Boulevard Way, Suite #15H, Miami, Florida 33131.

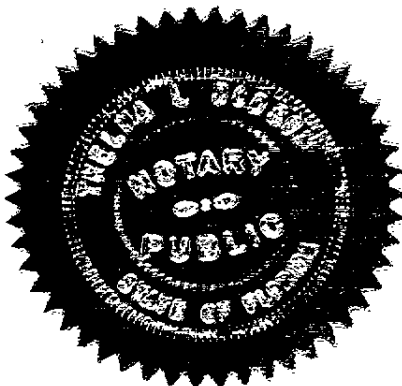
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

EXECUTED at Miami, Florida, this 9th day of July, 1998.

Troy P. Bernier
TROY P. BERNIER
Incorporator

STATE OF FLORIDA)
):SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 9th day of July 1998, by Troy P. Bernier, who is personally known to me.



Thelma L. Dodson

Notary Public
State of Florida

Printed Name:

My Commission Expires:



THELMA L. DODSON
My Commission CC492737
Expires Aug. 30, 1999

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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 **Dendritic Productions, Incorporated.**
2. The name and address of the registered agent and office is:

Troy P. Bernier
200 Biscayne Boulevard Way
Suite #15H
Miami, Florida 33131

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TALLAHASSEE FLORIDA

SIGNATURE Troy P. Bernier
TITLE Incorporator
DATE July 9, 1998

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.

SIGNATURE Troy P. Bernier
DATE July 9, 1998