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Yolanda C. Velazquez
208 Hermits Trail
Altamonte Springs, Fl 32701
(407)331-0669

July 13, 1998

TO: Florida Division of Corporations

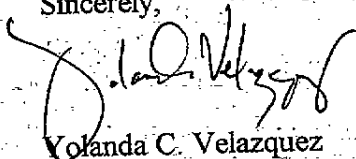
RE: International Media Solutions, Inc.

Enclosed is a check for \$122.50 to cover the filing costs for this corporation. Please forward the Certificate of Incorporation and one stamped in copy of the articles to:

Yolanda C. Velazquez
208 Hermits Trail
Altamonte Springs, Fl 32701

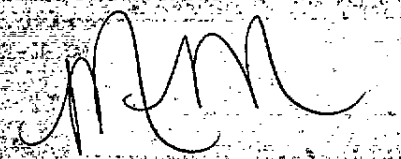
Thank you for your assistance.

Sincerely,


Yolanda C. Velazquez

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

7-16-98


ARTICLES OF INCORPORATION
OF
INTERNATIONAL MEDIA SOLUTIONS, INC.

In compliance with the requirements of F. S. Chapter 607.0202, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I
TERM

The name of the corporation ("Corporation") shall be **INTERNATIONAL MEDIA SOLUTIONS, INC.**, approved by the Board of Directors.

ARTICLE II
LOCATION

The street address of the principal office of the Corporation is:

208 Hermits Trail
Altamonte Springs, Fl 32701

ARTICLE IV
TERM

The term of the existence of the Corporation is perpetual.

ARTICLE V
PURPOSE

The purposes for which the Corporation is organized is for the marketing of various products and all other activities necessary to carry out the functions of the Corporation, to engage in any activities and to transact any and all lawful business for which the Corporation may be

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incorporated under the Florida General Corporation Act and/or permitted under laws of the United States, doing business as **INTERNATIONAL MEDIA SOLUTIONS, INC.**

ARTICLE VI CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is One Thousand (1000) with a par value of \$1.00, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VII REGISTERED AGENT

The street address of the registered office of the Corporation is 208 Hermits Trail, Altamonte Springs, Fl 32701, and the name of the registered agent at that address is **YOLANDA C. VELAZQUEZ.**

ARTICLE VIII DIRECTORS

The board of directors of the Corporation shall consist of one person. The name and address of the board member is:

NAME	ADDRESS
YOLANDA C. VELAZQUEZ	208 HERMITS TRAIL ALTAMONTE SPRINGS, FL 32701

ARTICLE IX OFFICERS

The officers of the Corporation need not be residents of the State or shareholders unless the Bylaws so require. An individual may hold more than one position if he or she is a shareholder in the Corporation and the officers are as follows:

- | | |
|-----------------------------------|-----------------------------|
| 1. Chief Executive Officer | YOLANDA C. VELAZQUEZ |
| 2. Vice President | JASON P. BRADLEY |
| 3. Treasurer/Secretary | YOLANDA C. VELAZQUEZ |

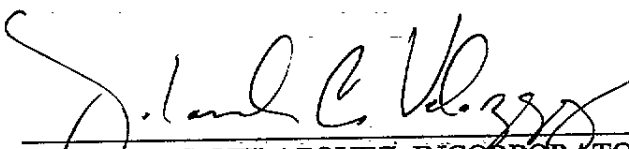
ARTICLE X BYLAWS

The director shall adopt Bylaws at the first organizational meeting. The proposed Bylaws shall be approved by two thirds vote of the total board of directors before becoming the law of the Corporation.

ARTICLE XI INCORPORATOR

The Corporation hereby reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of July, 1998.



YOLANDA C. VELAZQUEZ, INCORPORATOR
208 Hermits Trail
Altamonte Springs, FL 32701

Kathleen Jannetty
WITNESS

CERTIFICATION OF BOARD OF DIRECTORS

I, **YOLANDA C. VELAZQUEZ**, Chairman of the board of directors, certify that the board of directors have approved the Articles of Incorporation. Shareholder action was not required and all documents have been reviewed and approved by **YOLANDA C. VELAZQUEZ**, the director.

The affixing of my signature to this document on the 13th day of January, 1998 should indicate my acceptance of this designation.

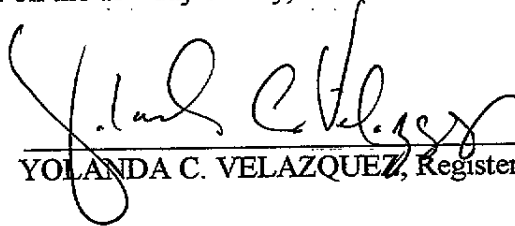


YOLANDA C. VELAZQUEZ, Director

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I, **YOLANDA C. VELAZQUEZ**, accept the designation of Registered Agent by the Chairman of the board of directors of **INTERNATIONAL MEDIA SOLUTIONS, INC.** My address is 208 Hermits Trail, Altamonte Springs, Fl 32701. I will agree to assume those responsibilities of Registered Agent. I will accept service of process and any formal mail on behalf of the Corporation.

The affixing of my signature to this document on the 13th day of July, 1998 should indicate my acceptance of this designation.


YOLANDA C. VELAZQUEZ, Registered Agent

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