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TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: BRONSON MEDIA GROUP, INC.
AUDIT NUMBER.....H98000013670
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BRONSON MEDIA GROUP, INC.

The undersigned subscriber of these Articles of Incorporation, natural person competent to contract, hereby associates himself form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is:

BRONSON MEDIA GROUP, INC.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares which this corporation is authorized to have outstanding at any time shall be 100 shares, having a One (\$1.00) Dollar value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators, or by the directors at a meeting called for such purpose, or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on much of the capital stock as the directors of the company may decide.

Prepared by: Corey E. Hoffman
Florida Bar No. 229776
3250 Mary Street, Ste. 400
Coconut Grove, FL 33133
(305)442-4333

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H98000013670

FOURTH: The amount of capital with which the corporation may begin business will not be less than One Hundred (\$100.00) Dollars.

FIFTH: The corporation is to have perpetual existence.

SIXTH: The principal place of business of this corporation shall be: 3250 Mary St., #400, Miami, FL 33133.

SEVENTH: The number of directors constituting the initial board of directors is One (1).

EIGHTH: The name and post office address of the President, Secretary/Treasurer, and the names of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's existence, or until their successors are elected and shall have qualified, is the following:

PRESIDENT, SECRETARY/TREASURER, DIRECTOR
Richard Bronson, 451 Ocean Drive, Golden Beach, FL 33160

NINTH: The name and post office address of the incorporator is:

Corey E. Hoffman
3250 Mary St. #400
Miami, FL 33133

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

ELEVENTH: Cumulative voting may be permitted by the terms of the by-laws.

IN WITNESS HEREOF, the party has hereunto set his hand and

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seal on this 22 day of July, 1998.

Corey E Hoff
COREY E. HOFFMAN - INCORPORATOR

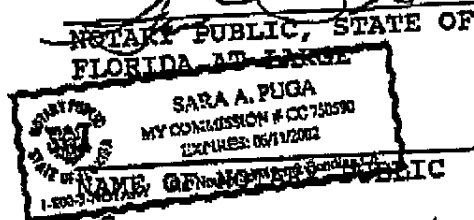
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE)

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared COREY E. HOFFMAN and acknowledged the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 22 day of July, 1998.

My Commission Expires:



Personally known to me; or
Produced identification

Did take an oath
Did not take an oath

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 607.0501 Florida Statutes, the following
is submitted, in compliance with said Act:

First-That BRONSON MEDIA GROUP, INC. desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation of Dade County, State
of Florida has named COREY E. HOFFMAN, 3250 Mary St., Miami, FL
33133 as its agent to accept service of process within the state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above

H98000013670

H98000013670

stated corporation, at the place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By: Corey E. Hoffman
COREY E. HOFFMAN, REGISTERED AGENT

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