

PA8000071996



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 930159 7162451

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : August 17, 1998

ORDER TIME : 2:09 PM

ORDER NO. : 930159-005

CUSTOMER NO: 7162451

200002618492--7

CUSTOMER: Mr. Michael C. Wehrle  
MR. MICHAEL C. WEHRLE

Suite 115-106  
3191 Coral Way  
Miami, FL 33116

DOMESTIC FILING

NAME: MSC MEDIA SERVICE & CONSULTING  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 18 PM 12:34

REC'D  
98 AUG 18 AM 10:45  
DIVISION OF INCORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 18 PM 12:34

ARTICLES OF INCORPORATION  
OF

MSC MEDIA SERVICE & CONSULTING INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MSC MEDIA SERVICE & CONSULTING INC.

The address of the principal office of this corporation shall be 3191 Coral Way, Suite 115-116, Miami, Florida 33116, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Michael C. Wehrle	3191 Coral Way, Suite 115-116, Miami, Florida 33116
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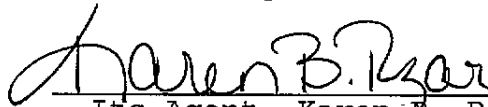
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 18 PM 12:34

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.  
1013 Centre Road  
Wilmington, Delaware 19805

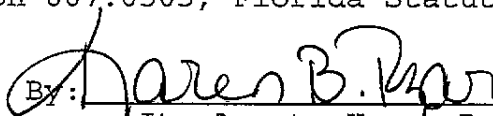
The undersigned incorporator has executed these  
Articles of Incorporation on August 17, 1998.



Its Agent, Karen B. Rozar  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Karen B. Rozar  
Authorized Service Representative  
Corporation Service Company

CKS