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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: AMBIENT PUBLISHING CORP.

AUDIT NUMBER.....H98000015782

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
AMBIENT PUBLISHING CORP.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, each a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I - CORPORATE NAME**

The name of this Corporation shall be:

**AMBIENT PUBLISHING CORP.**

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III - AUTHORIZED CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One hundred (100) shares of Common Stock having a par value of One Hundred Dollars (\$100.00) per share.

**ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this Corporation will begin business shall not be less than One Hundred (\$100.00) Dollars.

**ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

This instrument prepared by:  
Marvin I. Wiener, Esq.  
FBN 087610  
2121 Ponce de Leon Boulevard  
Suite 900  
Coral Gables, Florida 33134  
(305) 445-8888

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MARVIN I. WIENER, P.A., 2121 PONCE DE LEON BOULEVARD, SUITE 900, CORAL GABLES, FLORIDA 33134 (305) 445-8888

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#### ARTICLE VI - INITIAL ADDRESS

The initial street address in this State of the principal office of the Corporation shall be:

11350 SW 60 Avenue  
Pinecrest, Florida 33156

#### ARTICLE VII - DIRECTORS

1. The number of Directors of this Corporation shall be no less than (1).
2. The names and street addresses of each member of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Kenneth Golen	11350 SW 60 Avenue Pinecrest, Florida 33156
Vincent DeCarolis	8931 NW 80 Drive Tamarac, Florida 33321

#### ARTICLE VIII - SUBSCRIBERS

The names and street addresses of each person signing these Articles of Incorporation as a subscriber are as follows:

<u>Name</u>	<u>Address</u>
Kenneth Golen	11350 SW 60 Avenue Pinecrest, Florida 33156
Vincent DeCarolis	8931 NW 80 Drive Tamarac, Florida 33321

#### ARTICLE IX - REGISTERED AGENT


The street address of the initial Registered Office of this corporation shall be 2121 Ponce de Leon Boulevard, Suite 900, Coral Gables, Florida 33134 and the name of the initial Registered Agent at such address shall be Marvin I. Wiener.

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IN WITNESS WHEREOF, the undersigned subscribing incorporators do hereby make, subscribe, acknowledge and certify that the foregoing Articles of Incorporation are true and correct and have hereunto set our hands and seals this 24 day of August, 1998.

  
Kenneth Golen (SEAL)


  
Vincent DeCarolis (SEAL)

The undersigned whose street address is 2121 Ponce de Leon Boulevard, Suite 900, Coral Gables, Florida 33134 accepts the designation as Registered Agent as is contained in the above Articles.

  
Marvin I. Wiener  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of August, 1998, by KENNETH GOLEN and VINCENT DICAROLIS on behalf of the corporation. They are personally known to me or have produced \_\_\_\_\_ as identification.

  
Notary Public Margaret M. Higgins  
State of Florida



MARGARET M. HIGGINS  
MY COMMISSION # 00406007 EXPIRES  
September 17, 1998  
MONTE TRUETT FARM INSURANCE, INC.

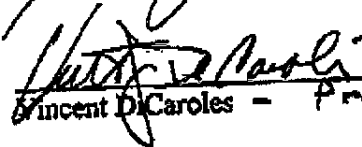
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**RESIDENT AGENT  
 CERTIFICATE**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

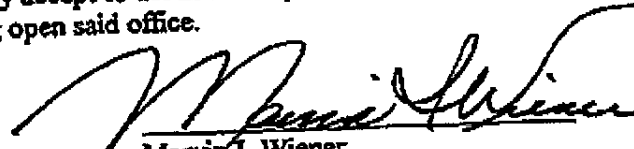
First: That AMBIENT PUBLISHING CORP. desiring to organize under the laws of the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the city of Miami, County of Miami-Dade, State of Florida, has named Marvin I. Wiener, Esq., as its agent to accept service of process within this state.

  
 Kenneth Golan - Secy. Treas

  
 Vincent DiCaroles - President

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
 Marvin I. Wiener  
 Resident Agent

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SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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MARVIN I. WIENER, P.A., 2121 PONCE DE LEON BOULEVARD, SUITE 900, CORAL GABLES, FLORIDA 33134 (505) 441-1555