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GREENBERG & SCHILIAN, P.A.

ATTORNEYS AND COUNSELORS AT LAW

1761 West Hillsboro Boulevard
Suite 201

Deerfield Beach, Florida 33442

Tel: (954) 421-2700

Fax: (954) 421-0280

Jeffrey L. Greenberg*

Gerald Schilian**

Herbert G. Strelitz, III

EFFECTIVE DATE

8/24/98

*Admitted to Florida and New York Bars

**Admitted to Florida, New York and D.C. Bars

August 24, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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****122.50 ****122.50

Re: Media Leasing Corporation

To Whom It May Concern:

Enclosed is one original and one copy of Articles of Incorporation of Media Leasing Corporation and this firms check in the amount of \$122.50. Please file these articles and return a certified copy to our office as soon as possible in the self-addressed stamped envelope.

If you have any questions, please do not hesitate to call.

Very truly yours,

GREENBERG & SCHILIAN, P.A.

Mary E. Strelitz
Mary E. Strelitz
Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TA - 8/27/98

EFFECTIVE DATE
8/24/98

ARTICLES OF INCORPORATION

OF

MEDIA LEASING CORPORATION

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is MEDIA LEASING CORPORATION.

SECOND: The principal office or mailing address of the Corporation is Media Leasing Corporation, c/o Greenberg & Schilian, P.A., 1761 W. Hillsboro Boulevard, Suite 201, Deerfield Beach, Florida 33442.

THIRD: The duration of the Corporation shall be perpetual.

FOURTH: The aggregate number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand (1000), all of which shall have a par value of one cent (\$.01) and are of the same class and are to be common shares.

FIFTH: The name and street address of the incorporator is as follows:

Jeffrey L. Greenberg
c/o Greenberg & Schilian, P.A.
1761 W. Hillsboro Boulevard
Suite 201
Deerfield Beach, Florida 33442

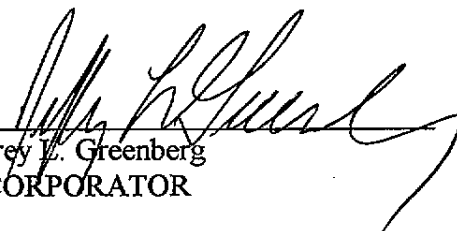
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SIXTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

SEVENTH: The Corporation's corporate existence shall commence as of the date upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same, so long as these Articles of Incorporation are received and filed by the Department of State within five (5) days, exclusive of legal holidays, after such date the incorporator shall have subscribed and acknowledged these Articles of Incorporation. In the event these Articles are not received within such five (5) day period, then the corporation's corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

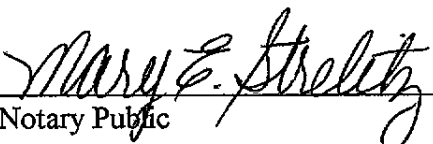
IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation
on August 24, 1998, in Deerfield Beach, State of Florida.


Jeffrey L. Greenberg
INCORPORATOR

STATE OF FLORIDA)
)ss.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this ____ day of August, 1998,
by Jeffrey L. Greenberg, who is personally known to me ~~or who has~~
~~produced~~ _____ (type of identification) as identification and who
~~did~~/did not take an oath.

OFFICIAL NOTARIAL SEAL:


Notary Public
Mary E. Strelitz
(type, print, or stamp name)

My Commission Expires

Commission No.:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes (1991), 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 MEDIA LEASING CORPORATION.
2. The name and address of the registered agent and office is:

Jeffrey L. Greenberg, Esquire
Greenberg & Schilian, P.A.
1761 W. Hillsboro Boulevard
Suite 201
Deerfield Beach, Florida 33442



Jeffrey L. Greenberg
INCORPORATOR

Date: August 24, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



Signature of Registered Agent

Date: August 24, 1998

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