

P98000074992



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 942735 105581A

AUTHORIZATION :

Patricia Piguit

COST LIMIT : \$ 122.50

RECEIVED
98 AUG 27 PM 1:10
DIVISION OF CORPORATION

ORDER DATE : August 27, 1998

ORDER TIME : 12:16 PM

ORDER NO. : 942735-005

CUSTOMER NO: 105581A

CUSTOMER: Len Aronoff, Esq
LEN ARONOFF, ESQ

1947 Lee Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: SELECT MEDIA, INC.

800002626798-1

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 27 PM 2:45

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CS*

ARTICLES OF INCORPORATION

of

SELECT MEDIA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 27 PM 2:45

THE UNDERSIGNED, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is:

SELECT MEDIA, INC.

The mailing address of the corporation is :

4772 East Michigan Street #7
Orlando, FL 32812

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The general purpose for which the corporation is organized is to engage in general and related business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

Additionally, to engage in any business or occupation that is lawful in the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 50 mil shares of common stock and 10 mil shares of preferred stock, with a par value of .0001¢ per share. All shares shall be issued upon incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Len Aronoff, Esq.
1947 Lee Road
Winter Park, Florida 32789

Initial Principal Office:
4772 East Michigan Street, #7
Orlando, FL 32812

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director is:

George P. Demakos
4772 East Michigan Street #7
Orlando, FL 32812

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

George P. Demakos
4772 East Michigan Street #7
Orlando, FL 32812

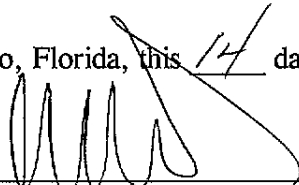
ARTICLE VIII - INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE IX - AMENDMENT OF THE ARTICLES

This corporation 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.

EXECUTED by the undersigned at Orlando, Florida, this 14 day of August, 1998.



GEORGE P. DEMAKOS

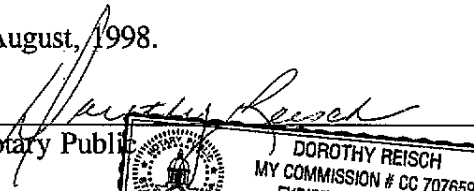
STATE OF FLORIDA

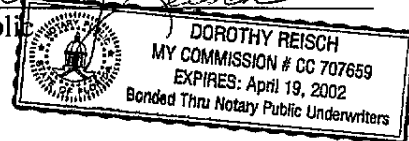
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COUNTY OF ORANGE

BEFORE ME, the undersigned authority, duly authorized in the State and County aforesaid, personally appeared Len Aronoff, to me known to be the person described as the subscriber, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to the Articles of Incorporation.

WITNESS my hand and seal this 14 day of August, 1998.


Notary Public



**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA, AND NAMING THE REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Statutes 48.091 and 607.034 of the Florida
Statutes, the following is submitted:

1. SELECT MEDIA, INC., desiring to qualify under the laws of the State of Florida,
with its principal place of business in the County of Orange, State of Florida, has named LEN
ARONOFF, ESQ., located at 1947 Lee Road, Winter Park, Florida 32789, as its Registered Agent
to accept service of process within the State of Florida.

DATED this 14 day of August, 1998.

SELECT MEDIA, INC.

By: _____

GEORGE P. DEMAOKS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 27 PM 2:45

Having been named to accept service of process for the above state corporation at the place
designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the
provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 14 day of August, 1998.

LEN ARONOFF