

P98000080721

MARK T. OCEPEK
319 CLEMATIS STREET, STE. 107
WEST PALM BEACH, FLORIDA 33401

September 9, 1998

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

600002638656--9
-09/14/98--01123--001
****122.50 ****122.50

RE: INTRAMEDIA, INC.

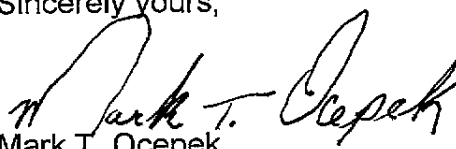
EFFECTIVE DATE
9-8-98

Dear Sir/Madam:

I enclose for filing the Articles of Incorporation of IntraMedia, Inc. together with my check in the amount of \$122.50 for the filing fees, and an extra copy of the Articles for you to stamp and return to me in the enclosed self-addressed stamped envelope.

Thank you for your attention to this matter.

Sincerely yours,


Mark T. Ocepek

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 14 PM 3:38

B. BROCK SEP 17 1998

ARTICLES OF INCORPORATION
OF

INTRAMEDIA, Inc.

Article I - Name

The name of this corporation is IntraMedia, Inc.

Article II - Duration

EFFECTIVE DATE
9-8-98

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized to carry on any lawful business.

Article IV - Capital Stock

This corporation is authorized to issue Twenty Five Million Shares (25,000,000) shares of ONE PENNY (\$00.01) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office; Mailing Address

The mailing address of this corporation is 319 Clematis Street, Suite 107, West Palm Beach, FL 33401.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 319 Clematis Street, Suite 107, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at that

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 14 PM 3:38

address is Mark Ocepek, 319 Clematis Street, Suite 107, West Palm Beach, Florida 33401.

Article VIII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is Mark Ocepek.

Article IX - Incorporator

The name and address of the person signing these Articles is Mark Ocepek, 319 Clematis Street, Suite 107, West Palm Beach, Florida 33401.

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

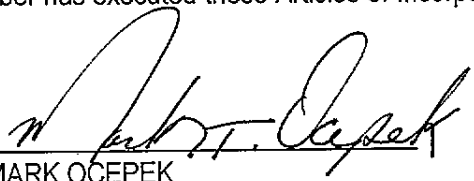
Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment

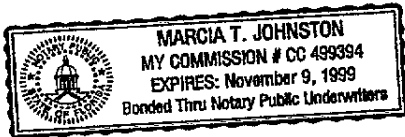
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of September, 1998.


MARK OCEPEK

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing was acknowledged before me this 8th day of September ~~1997~~ 1998, by Mark Ocepek who is personally known to me.

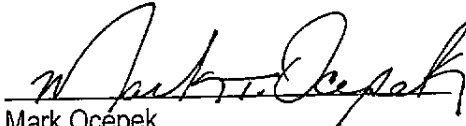


Marcia T. Johnston
Signature of Person Taking
Acknowledgment

Marcia T. Johnston
Name typed, printed or stamped
Title or Rank: _____
Serial Number: _____

Acceptance of Designation

The undersigned, Mark Ocepek, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


Mark Ocepek

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 14 PM 3:38