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FLORIDA PROFIT CORPORATION OR P.A.

B R N MEDIA GROUP, INC.

Certificate of Status	0
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Page Count	07 (4)
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
B R N MEDIA GROUP, INC.
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of B R N MEDIA GROUP, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is B R N MEDIA GROUP, INC. and the street address of the initial principal office of the Corporation is c/o English, McCaughan & O'Bryan, P.A. 120 East Palmetto Park Road, Suite 450, Boca Raton, FL 33432-6090.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue Ten Thousand (10,000) shares of Ten Cent (\$.10) par value Common Stock.

PREPARED BY:

Rana M. Gorzeck, Esq.

FL Bar No.: 0363817

English, McCaughan & O'Bryan, P.A.

120 East Palmetto Park Rd., Suite 450

Boca Raton, FL 33432-6090

(561)347-1700

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, FL 33301 and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Rana M. Gorzeck, English, McCaughan & O'Bryan, P.A., 120 East Palmetto Park Road, Suite 450, Boca Raton, Florida 33432-6090.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of October, 1998.


Rana M. Gorzeck, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for B R N MEDIA GROUP, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

EMO CORPORATE SERVICES, INC.

Dated: October 5, 1998

By: Patrice A. Hunter
Patrice A. Hunter, Assistant Secretary
Initial Registered Agent

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