

Barry Adler
159 S.W. 101st Way
Coral Springs, FL 33071
(954) 345-8909

P980000 86535

October 5, 1998.

Division of Corporations
P.O. Box 1500
Tallahassee, FL 32302-1500

RE: Impact Media, Inc.

Dear Sir/Madam;

200002657732--8
-10/07/98--01061--008
*****78.75 *****78.75

Enclosed please find a check made to the Secretary of State for \$78.75 for filing of the enclosed articles of incorporation and a certificate of status. Please return them to the following address as soon as possible. Thank You.

Barry Adler
159 S.W. 101st Way
Coral Springs, FL 33071

Very Truly Yours,

Barry A
Barry Adler

FILED
98 OCT - 7 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
10-9-98
4

ARTICLES OF INCORPORATION
OF

Impact Media, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Impact Media, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Principal Place of Business:

**159 S.W. 101st Way
Coral Springs, FL 33071**

Mailing Address:

**159 S.W. 101st Way
Coral Springs, FL 33071**

Phone Number: **(954) 345-8909**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares (1000.) at One Dollar (\$1.00) par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Barry Adler
159 S.W. 101st Way
Coral Springs, FL 33071**

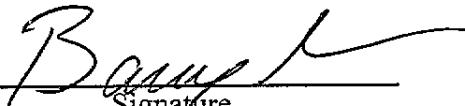
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TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporators to these Articles of incorporation and the office each shall hold is(are):

President
Barry Adler
159 S.W. 101st Way
Coral Springs, FL 33071

The undersigned incorporator(s) has(have) executed these Articles of Incorporati 05 day o October, 1998.



Signature

Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, 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:

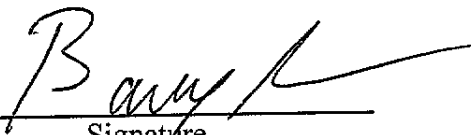
Impact Media, Inc.

2. The name and address of the registered agent and office is:

Barry Adler
159 S.W. 101st Way
Coral Springs, FL 33071

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES 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.



Signature

10/05/98
Date