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FLORIDA PROFIT CORPORATION OR P.A.

Madrugada Media Inc

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 22, 1998

BUSINESS FILINGS

SUBJECT: MADRUGADA MEDIA INC
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE NOTE THE ADDRESS OF THE REGISTERED AGENT IN ARTICLE IV HAS A SUITE NUMBER OF 937, AND ON THE CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE PAGE THE SUITE NUMBER IS 936. PLEASE MAKE THE ADDRESS CONSISTENT.

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Michelle Milligan
Document Specialist

FAX Aud. #: H98000019616
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**ARTICLES OF INCORPORATION
OF
Madrugada Media Inc**

The undersigned incorporator, for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Madruga Media Inc

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 800 West Avenue, Apt 937, Miami Beach, FL 33139

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2000. The par value of each share of stock is \$.01.

ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Cesar David Alvarado, 800 West Avenue, Suite 937, Miami Beach, FL 33139

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703.

ARTICLE V INITIAL DIRECTORS

The initial directors of the corporation is:
Cesar David Alvarado, 800 West Avenue, Suite 937, Miami Beach, FL 33139
William D Lucas, 6011 Swiss Avenue, Dallas, TX 75214

The undersigned incorporator has executed these Articles of Incorporation this 16th day of October, 1998

The document was prepared by:

Richard Oster, 214 N. Henry Street, Suite 201, Madison, WI 53703. 608-251-6600

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CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

The name of the corporation is: Madrugada Media Inc

The name and address of the registered agent and office is: Cesar David Alvarado, 800 West Avenue, Suite 937, Miami Beach, FL 33139

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: _____



Cesar David Alvarado

Date 10-26-98

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