

TRANSMITTAL LETTER

P98000096790

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Media Innovations Development, Inc.
(Proposed corporate name - must include suffix)

000002690060--5
-11/18/98--01003--004

Enclosed is an original and one(1) copy of the articles of incorporation and a check for *****78.75 *****78.75

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Rodolfo Nuñez
Name (Printed or typed)

502 E. PARK AVE
Address

Tallahassee, FL 3230
City, State & Zip

(850) 425-2444
Daytime Telephone number

98 NOV 17 PM 3:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
FOR
MEDIA INNOVATIONS DEVELOPMENT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Corporation is: **Media Innovations Development, Inc.**

The Corporation's business address is 12005 Cedar Bluff, Tallahassee, Florida 32312.

The Corporation's business shall be conducted in the United States, in its possessions and in all foreign countries, wherever necessary or convenient.

ARTICLE II. DURATION OF CORPORATION

The duration of existence of this corporation is and shall be perpetual or until dissolved according to law.

ARTICLE III. PURPOSE

The general purpose of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE IV. CORPORATE POWERS

The corporation shall have all powers granted to corporations under Chapter 607, Florida Statutes, (as from time to time amended) and other provisions of the Florida Statutes presently or hereafter enacted.

ARTICLE V. CAPITAL STOCK

The authorized aggregate capital shares of this corporation shall be 1,000,000 shares of common stock, each share having a par value of \$1.00.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined for time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

**502 East Park Avenue
Tallahassee, Florida 32301**

The name of the initial registered agent of this corporation at that address is:

Rodolfo Nuñez

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by and the business affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the shareholders or as provided in the Bylaws of the Corporation.

The name and business address of the initial directors of this Corporation are:

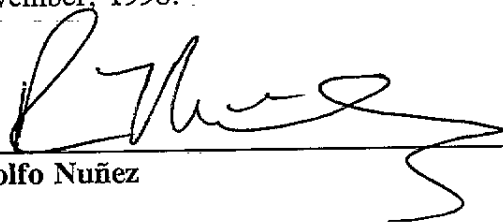
<u>Name</u>	<u>Street Address</u>
Dale A. Brill	12005 Cedar Bluff Tallahassee, Florida 32312
Jeffrey P. Greer	12005 Cedar Bluff Tallahassee, Florida 32312

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles as incorporator is:

<u>Name</u>	<u>Street Address</u>
Rodolfo Nuñez	502 East Park Avenue Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Tallahassee, Florida, for uses and purposes aforesaid, hereunto setting his hand and seal on this 17th day of November, 1998.



Rodolfo Nuñez

STATE OF FLORIDA
COUNTY OF LEON

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Rodolfo Nuñez, who produced a valid Florida drivers license as identification to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 17th day of November, 1998.

Ada M. Pinson

Notary Public
State of Florida at Large

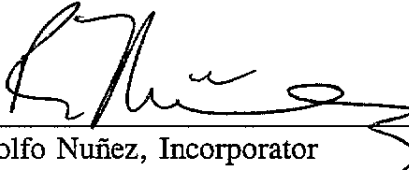
My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT
FOR SERVICE OF PROCESS WITHIN FLORIDA**

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

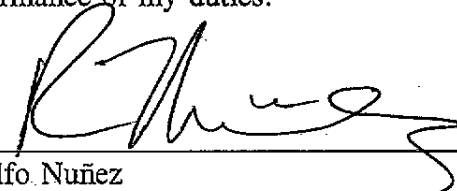
Media Innovations Development, Inc., desiring to organize or qualify under the laws of the State of Florida, hereby designates Rodolfo Nuñez as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 502 Park Avenue, Tallahassee, Florida 32301.



Rodolfo Nuñez, Incorporator

Dated:

Having been named to accept service of process for the above stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Rodolfo Nuñez

Dated: 11/17/98

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TALLAHASSEE, FLORIDA