

LAW OFFICES
JOHN ROSS ADAMS
PROFESSIONAL ASSOCIATION
SUITE G
101 SOUTHEAST SIXTH AVENUE
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(561) 278-4811
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FILED
98 DEC 11 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHARON L. LUNSFORD
CERTIFIED LEGAL ASSISTANT

P98000103642
December 10, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200002710152--4
-12/11/98--01053--021
122.50 **78.75

Re: db Media, Inc.

Dear Sir or Madam:

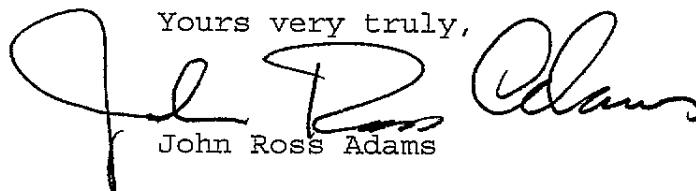
Attached are Articles of Incorporation, in duplicate, for the above. Also enclosed is my firm's check in the amount of \$122.50 representing \$35.00 filing fee; \$35.00 registered agent designation, and \$52.50 certified copy fees.

Please return certified copy to me after filing in the prepaid Federal Express envelope.

If you have any questions, please do not hesitate to call.

Thank you for your courtesies.

Yours very truly,


John Ross Adams

Enc.
JRA:jh
cc: Mr. John Tolbort Davis

P.S. Would you kindly return copy in
the enclosed fed ex envelope.

12/14/98
mm

ARTICLES OF INCORPORATION
OF

db Media, Inc.

ARTICLE I
CORPORATE NAME

The name of this corporation is db Media, Inc.

ARTICLE II
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$100.00 per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V
PRINCIPAL OFFICE OF CORPORATION

The address of the Principal Office and the mailing address of the corporation and its Resident Agent is:

c/o Tina Davis
6032 Sunberry Circle
Boynton Beach, FL 33437

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

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ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII
INITIAL DIRECTOR

The names of the initial directors of this Corporation and the street address are:

John Tolbert Davis
6032 Sunberry Circle
Boynton Beach, FL 33437

Perry Domingo
6032 Sunberry Circle
Boynton Beach, FL 33437

Chris Domingo
503 W. Princeton
Orlando, FL 32804

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII
INITIAL OFFICER

The names of the initial officers of this Corporation and the street address are:

President: Perry Domingo
6032 Sunberry Circle
Boynton Beach, FL 33437

Secretary: John Tolbert Davis
6032 Sunberry Circle
Boynton Beach, FL 33437

Vice-President: Chris Domingo
503 W. Princeton
Orlando, FL 32804

The persons named as initial officers shall hold office for the first year of existence of this Corporation or until successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

John Tolbert Davis
6032 Sunberry Circle
Boynton Beach, FL 33437

Perry Domingo
6032 Sunberry Circle
Boynton Beach, FL 33437


ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI
COMMENCEMENT OF BUSINESS

The date when corporation existence shall begin shall be the date these Articles are filed.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on this 8TH day of December, 1998.


PERRY DOMINGO


JOHN TOLBERT DAVIS

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared JOHN TOLBERT DAVIS and PERRY DOMINGO to me known to be the person described as Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation this 10th day of December, 1998.

Allison S. Potvin
Notary Public - State of Florida
My Commission Expires:



ALLISON S. POTVIN
COMMISSION #C0663736
EXPIRES JULY 15, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That db Media, Inc., desiring to organize under the laws of
the State of Florida, with its principal office, as indicated in
the Articles of Incorporation, at County of Palm Beach, State of
Florida, has named Tina Davis, as its agent to accept service of
process within this State at Florida.

Having been named to accept service of process for the above-
named corporation, at the place designated in this certificate, the
undersigned agrees to act in this capacity, and agrees to comply
with the provisions of Florida law relative to keeping the
designated office open.

SIGNATURE: _____

Tina Davis
TINA DAVIS

DATE: _____

12/9/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA