

P.018000104702

Charter Number Only

12/16/98 Shawn

Heather Ann Rutecki, P.A.

Requestor's Name
100 se 2 street 34 floor

Address
Miami FL 33131

City State ZIP Phone
305)347-4020

VALIDATION ONLY

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*****78.75 *****78.75

CORPORATION(S) NAME

MINNA, INC.

FILED
98 DEC 17 AM 11:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Reservation | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | |

Name
Availability
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Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

DEC 17 1998
[Signature]

**ARTICLES OF INCORPORATION
of
MINNA, INC.**

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TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I
CORPORATE NAME**

The name of this corporation is: Minna, Inc.

**ARTICLE II
CORPORATE AND MAILING ADDRESS**

Minna, Inc.
c/o Minna Lessig
P.O Box 1521
Alton Rd. #89
Miami Beach, FL 33139

**ARTICLE II
NATURE OF BUSINESS**

The nature of the business will be to produce and distribute on television and the Internet various shows, informational segments, and/or endorsements; the nature of business includes, and is not limited to, doing all and everything necessary and proper for the successful operation of this corporation and for the protection and benefit of this corporation.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of share this corporation is authorized to have outstanding at any one time is One Thousand (1000) share of common stock, all of the same class, having no par value. The maximum number of shares authorized may be changed by amendment to these Articles of Incorporation according to the amendment procedure as outlined below.

**ARTICLE V
INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is One Hundred Dollars (\$100.00).

**ARTICLE VI
TERMS OF EXISTENCE**

This corporation shall have perpetual existence commencing upon five (5) business days prior to the date of the filing of these Articles of Incorporation.

**ARTICLE VII
INITIAL REGISTERED AGENT AND OFFICE**

Heather A. Rutecki, Esq.
c/o Rutecki & Rutecki, P.A.
100 S.E. 2nd St. Suite 3950
Miami, FL 33131

The Board of Directors from time to time may move the Registered Agent of this corporation to any other office in the State of Florida or change the Registered Agent by filing the change with the secretary of the State of Florida.

**ARTICLE VIII
BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws of this corporation, but shall never be less than one.

**ARTICLE VIII
INITIAL DIRECTOR NAMES AND ADDRESSES**

Minna Lessig
P.O Box 1521
Alton Rd. #89
Miami Beach, FL 33139

The initial director shall hold office for the first year of existence of this corporation or until his successors are elected or appointed.

**ARTICLE X
INCORPORATOR**

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

Minna Lessig
P.O Box 1521
Alton Rd. #89
Miami Beach, FL 33139

**ARTICLE XI
AMENDMENTS**

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 to these Articles of Incorporation be made without the formalities of meeting by the Board of Directors and stockholders.

**ARTICLE XII
MANAGEMENT**

All corporate powers shall be exercised by, and the business and affairs of this corporation shall be managed by, the Board of Directors of this corporation.

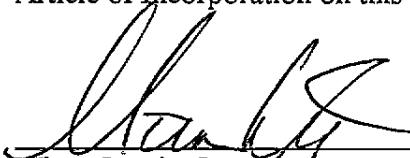
**ARTICLE XIII
VOTING FOR DIRECTORS**

The stockholders vote for the Directors and be entitled to as many votes as shall equal the number of shares of stock held.

**ARTICLE XIV
REMOVAL OF DIRECTORS**

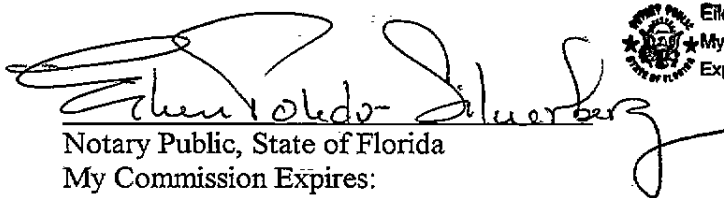
Any Director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a Director.


IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Article of Incorporation on this 23rd day of September, 1998.


Minna Lessig, Incorporator

STATE OF FLORIDA
COUNTY OF DADE:

BEFORE ME, the undersigned authority, personally appeared Minna Lessig, known to me to be the person of Incorporation and acknowledged before me that she subscribed to these Article of Incorporation on this 23rd day of September, 1998.


Notary Public, State of Florida
My Commission Expires:

 Eileen Toledo-Silverberg
My Commission CC773197
Expires September 7, 2002

Personally Known O Produced Identification O

Type of Identification Produced: L 220-550-71-684-D

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

In compliance with §§ 48.091, 607.0501, and 607.0202(1)(g) Florida Statutes (1991), the following is submitted:

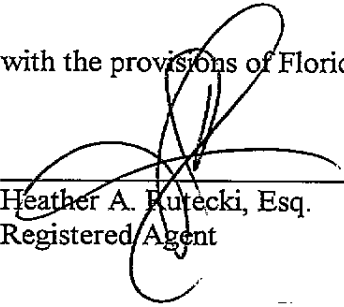
That Minna Inc. Desiring to organize under the laws of the State of Florida, with its corporate mailing address, as indicated in the Articles of Incorporation at City of Miami Beach, County of Miami-Dade, State of Florida has named as its Registered Agent to accept service of process in the State of Florida:

Heather A. Rutecki, Esq.
c/o Rutecki & Rutecki, P.A.
100 S.E. 2nd St. Suite 3950
Miami, FL 33131

ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned agrees to comply

with the provisions of Florida law relative to keeping the designated office open.



Heather A. Kutecki, Esq.
Registered Agent

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TALLAHASSEE FLORIDA