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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FILED
99 JAN 14 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

NORTH BEACH MEDIA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

F. CHESSEY JAN 15 1999

**ARTICLES OF INCORPORATION
OF
NORTH BEACH MEDIA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FL 32304

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **NORTH BEACH MEDIA, INC.**
the principal office is located at **342 Oak Street Hollywood, FL 33019.**

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR

The name and address of the initial incorporator hereto is as follows:

Jim Weinberg
342 Oak Street
Hollywood, FL 33019

Prepared by
Jim Weinberg
Hollywood, FL 33019 (954) 820-6006

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The name and address of the party which will serve as director until the next election is as follows:

James Weinberg, Director

The Board of Directors shall serve for a term of one (1) year or until the first election whichever occurs first, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and such other officers as the Board of Directors may from time to time determine are appropriate in order to carry out the activities of the corporation.

**ARTICLE VIII - PRINCIPAL OFFICE
AND INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office and initial registered office of this corporation and name of the initial registered agent of this corporation is:

James Weinberg
342 Oak Street
Hollywood, FL 33019

ARTICLE IX - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of January, 1999.


James Weinberg, Incorporator

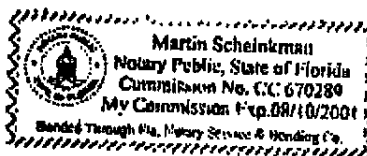
STATE OF FLORIDA

COUNTY OF Brevard ^{SS:}

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared James Weinberg (personally X or having shown a photo identification) to be the person who executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that (s)he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of January, 1999.


NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 607.325, 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: NORTH BEACH MEDIA, INC.
2. The name of the registered agent and office is:

James Weinberg
342 Oak Street
Hollywood, FL 33019

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SECRETARY OF STATE

HAVING BEEN NAMED AS THE 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 OBLIGATION OF MY POSITIONS AS REGISTERED AGENT under section 607.325 Fla Statutes.


James Weinberg, Register Agent

DATED: 1/14/99