**Document Number Only** 200/654/ C T Corporation System Requestor's Name 660 Fast Jefferson Street **Address** Tallahassee, FL 32301 City State Zip Phone **CORPORATION(S) NAME** -02/19/99--01067--011 Biscayne Media, Ive XProfit antiles () NonProfit () Amendment () Merger () Limited Liability Company () Dissolution/Withdrawal () Foreign () Mark () Limited Partnership () Annual Report () Other () Reinstatement () Reservation () Change of R.A. () Fictitious Name () Limited Liability Partnership Cartified Copy () Photo Copies () CUS () After 4:30 () Call When Ready () Call if Problem Walk In () Will Wait Pick Up ሽMail Out Name Availability PLEASE RETURN EXTRA COPY(S) 2/19/99 FILE STAMPED Document THANKS Examiner JOEY Updater Verifier Acknowledgment

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STATE OF FLORIDA

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

OF

ARTICLES OF INCORPORATION

BISCAYNE MEDIA, INC.

FIRST: The corporate name that satisfies the requirements of section 607.0401 is: BISCAYNE MEDIA, INC.

SECOND: The address of the principal office, if known, and the mailing address of the corporation is:

13899 Biscayne Blvd., Suite 110 North Miami Beach, FL 33181

THIRD: The number of shares the corporation is authorized to issue is: Ten Million (10,000,000) common shares with a par value of One Thousandth of a dollar(\$.001) per share and Ten Thousand (10,000) preferred stock shares with a par value of One Thousandth of a dollar (\$.001) per share.

FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 S. Pine Island Rd., Plantation, FL 33324 and the name of its initial registered agent at such address is C T Corporation System.

FIFTH: The name and address of the incorporator is:

Connie Bryan

660 East Jefferson Street Tallahassee, FL 32301

SIXTH: OPT OUT OF SEC. 607.0901 AND SEC. 607.0902

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The undersigned has executed these Articles of Incorporation this 19th day of February, 1999.

Connie Bryan I Incorporator Acceptance by the registered agent as required in section 607.0501 (3) F.S.: C T Corporation System is familiar with and accepts the obligations provided for in section 607.0505.

Dated, February 19, 1999.

C T Corporation System

Connie Bryan O Registered Agent

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