

PR00047880

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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-05/26/99--01043--022

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

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MASTERMEDIA GROUP, INC.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)



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Certificate of Status

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99 MAY 26 PM 1:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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99 MAY 25 AM 11:21
DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MASTERMEDIA GROUP, INC.

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ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4635 SW 146 COURT
MIAMI, FLA 33175

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding
At any one time is:

1,000 (ONE THOUSAND)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

M. ANTONIO CALATAYUD
4635 SW 146 COURT
MIAMI, FLA 33175

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

M. ANTONIO CALATAYUD
4635 SW 146 CT
MIAMI, FLA 33175

ORESTES DESTRADE
3015 SW 92 PLACE
MIAMI, FLA 33165

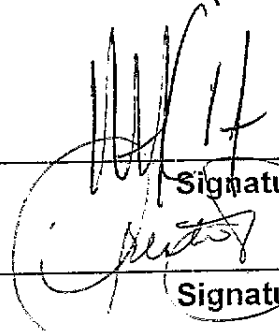
ARTICLE VI DIRECTOR(S)

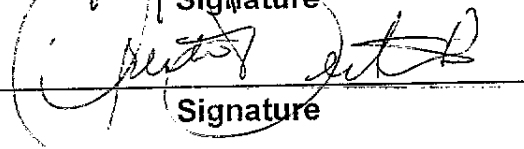
The name(s) and street address(es) of the director(s) to these Articles of Incorporation is(are):

M. ANTONIO CALATAYUD
4635 SW 146 CURT
MIAMI, FLORIDA 33175

ORESTES DESTRADE 3015 SW 92 PLACE, MIAMI, FLA 33165

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 25th day of MAY, 19 99.



Signature


Signature

Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: MASTERMEDIA GROUP, INC
2. The name and address of the registered agent and office is:
M. ANTONIO CALATAYUD
(NAME)
4635 SW 146 COURT
(P.O. BOX NOT ACCEPTABLE)
MIAMI, FLA 33175
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [Signature]

DATE 5/25/99

REGISTERED AGENT FILING FEE: \$35.00

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99 MAY 26 PM 1:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA