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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH JUN 03 1999

Examiner's Initials



**ARTICLES OF INCORPORATION  
OF**

**Adwerks Media Group, Inc.**

I, the undersigned, being of legal age and a natural person, do 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 and Principal Office of Corporation**

The name of the corporation shall be **Adwerks Media Group, Inc.**, and the initial address of this corporation shall be **4301 Oak Circle, Suite 26, Boca Raton, Florida, 33431.**

**ARTICLE II**

**Nature of Business**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

**Stock**

The total authorized capital stock of the Corporation shall be 1,000 shares of Common Stock, par value \$.01 per share.

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#### **ARTICLE IV**

##### **Term of Corporate Existence**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation, and shall exist perpetually thereafter unless sooner dissolved according to law.

#### **ARTICLE V**

##### **Address of Registered Office and Registered Agent**

The initial registered office of this corporation shall be at **4301 Oak Circle, Suite 26, Boca Raton, Florida 33431** with the privilege of having offices and branch offices at other places within the State of Florida. The initial registered agent at that address shall be Mark Lugo.

#### **ARTICLE VI**

##### **Number of Directors**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by majority vote thereafter, determine that the corporation be managed by the stockholders.

## **ARTICLE VII**

### **Initial Board of Directors**

The name and address of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

**Mark Lugo**                      4301 Oak Circle, Suite 26  
Boca Raton, Florida 33431

## **ARTICLE VIII**

### **Address and Names of Incorporators**

The name and address of the Incorporator **Mark Lugo, 4301 Oak Circle, Suite 26, Boca Raton, Florida 33431**

## **ARTICLE IX**

### **Provisions Governing Corporation**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors

or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorized any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

## **ARTICLE X**

### **Corporate Debts**

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

## **ARTICLE XI**

### **Officers and Directors Indemnification**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

## **ARTICLE XII**

### **Financial Information**

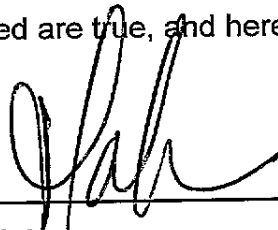
The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of the year.

## **ARTICLE XIII**

### **By-Laws**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

**IN WITNESS WHEREOF**, I, the undersigned, begin the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, makes and files these Articles Of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 25th day of May 1999.

  
\_\_\_\_\_  
**Mark Lugo**


Dated: May 25, 1999.

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

In compliance with the laws of Florida, the following is submitted: First, That **Adwerks Media Group, Inc.**, desiring to organize under the laws of the State of Florida, has named **Mark Lugo, 4301 Oak Circle, Suite 26, Boca Raton, Florida, 33431, Palm Beach County**, as its statutory Registered Agent.

Having been named statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law

relative to keeping the registered office open, and I accept the obligations of  
Section 607.0501, Florida Statutes.

  
\_\_\_\_\_  
Mark Lugo  
Registered Agent

DATED: this 25<sup>th</sup> day of May 1999.

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TALLAHASSEE, FLORIDA