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TRANSMITTAL LETTER

FILED

99 JUN 11 AM 11:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

600002901606--4  
-06/11/99--01038--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: DELPHI MEDIA CONNECTION, INC  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: FRANK N. BONUSSO  
Name (Printed or typed)

44 SE 14TH STREET #402  
Address

BOCA RATON, FLORIDA 33432  
City, State & Zip

(561) 417-2386  
Daytime Telephone number

PH 6/14/99  
(6)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
DELPHI MEDIA CONNECTION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 Delphi Media Connection, Inc.

**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 100 shares of \$1.00 par value common stock, which shall be designed 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 upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

## **ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof ( as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 44 SE 14th Street, # 402, Boca Raton, Florida 33432 and the name of the initial registered agent of this corporation is Frank N. Bonuso, whose address is 44 SE 14th Street, # 402, Boca Raton, Florida 33432.

## **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall be majority vote, determine that the corporation be managed by the shareholders, The name and address of the initial director of this corporation is Frank N. Bonuso, 44 SE 14th Street, #402, Boca Raton, Florida 33432.

## **ARTICLE IX - INCORPORATOR**

The name and address of the person signing these articles is: Frank N. Bonuso, 44 SE 14th Street, # 402, Boca Raton, Florida 33432.

## **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

## ARTICLE XI

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 pecuniarily 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 pecuniarily 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 majority thereof, and any director of this corporation who is also a director or and officer of such corporation, or who it 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 authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

## ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of June, 1999.

Subscribe

Frank W. Dune

STATE OF FLORIDA            )  
                                          )  
COUNTY OF PALM BEACH     )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Frank N. Bonuso, who are personally known to me or who produced a Florida Drivers License as identification and who did not take an oath, have executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 8th day of June, 1999.

*Cheryl Perkins*  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires: DEC 8, 2000



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

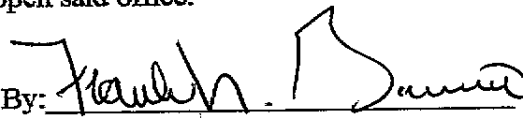
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TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First - The Delphi Media Connection, Inc. desiring to organize under the laws of the State of Florida with its principal offices, as indicated in the Articles of Incorporation, at City of Boca Raton, County of Palm Beach, State of Florida has named Frank N. Bonuso, 44 SE 14th Street # 402, City of Boca Raton, County of Palm Beach, State of Florida, as its agent to accept services of process with the state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
Resident Agent