

P990000549/3

DAVID A. CAIRNS, P.A.

256 - 10th AVENUE
VERO BEACH, FL 32962

ATTORNEY AT LAW
CERTIFIED CIRCUIT COURT MEDIATOR

June 13, 1999

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: MEDIAMIX, INC.

Dear Division:

Please find enclosed an original and duplicate Articles of Incorporation for immediate filing. I have also enclosed a check in the amount of \$122.50 which represents the fee for this filing.

It would be appreciated if you would return the duplicate copy to my office once this matter has been completed.

Thank you for your cooperation.

Very truly yours,

David A. Cairns

David A. Cairns

DAC/e
Enclosures

P.O. BOX 650875
VERO BEACH, FL 32965-0875
(561) 562-9471
FAX: (561) 562-9716

FILED
JUN 16 PM 5:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-06/16/99-01075-006
122.50 **78.75

D. BROWN JUN 16 1999

ARTICLES OF INCORPORATION

of

MEDIAMIX, INC.

FILED
99 JUN 16 PM 5:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is MEDIAMIX, INC.

ARTICLE II - PURPOSE

The corporation is organized for the purpose of engaging in any activity permitted under the laws of the United States or of this State.

ARTICLE III - CAPITAL STOCK

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value, fully paid and nonassessable. The whole or any part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Directors.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8814 South Sea Oaks Way, Suite 302, Vero Beach, Florida 32963, and the name of the initial registered agent of this corporation at that address is KENNETH McEWAN.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the by-laws but shall never be less than one. The name and address of the one initial Director of the corporation is:

Name

Address

KENNETH McEWAN 8814 South Sea Oaks Way, Vero Beach, FL 32963

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business is 8814 South Sea Oaks Way, Vero Beach, FL 32963.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

KENNETH McEWAN

8814 South Sea Oaks Way, Vero Beach, FL 32963

IN WITNESS WHEREOF, I have made and subscribed these Articles this 9th day of June, 1999.


KENNETH McEWAN

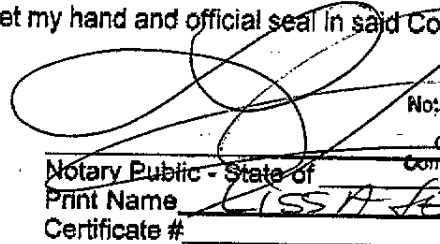
STATE OF NY

COUNTY OF Nassau

I HEREBY CERTIFY that on the 9th day of June, 1999, personally appeared before me Kenneth McEwan, to me personally known, or identified by ID. Photo, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State the day and year first above written.

(notary seal/expiration date)


LISSA JEAN
Notary Public - State of New York
No. 30-4749735
Qualified in Nassau County
Commission Expires July 3, 2000
Notary Public - State of
Print Name LISSA JEAN
Certificate # _____

**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 607.034, Florida Statutes, the following is submitted in compliance with said act:

That **MEDIAMIX, INC.** desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of Vero Beach, Indian River County, State of Florida, has named **KENNETH McEWAN, 8814 South Sea Oaks Way, Vero Beach, Indian River County, Florida, 32963**, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


KENNETH McEWAN, Registered Agent

DATE: 9 June 1999

99 JUN 16 PM 5:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED