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September 13, 1999

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

RE: Incorporation of THE ROCK (MOBILE ENTERTAINMENT), INC.

Dear Sir/Madam:

Enclosed herewith, please find the Articles of Incorporation and a check in the amount of \$70.00 representing the filing fee. Also enclosed is one copy of said Articles of Incorporation to be returned to me after filing in the self-addressed, stamped envelope I have provided for your convenience.

Should you have any questions or concerns regarding the above, do not hesitate to contact our office.

Very Truly Yours,

Wayne Peacock Jr.
Wayne Peacock, Jr.
Legal Assistant
Enclosures

FILED
99 SEP 15 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
THE ROCK (MOBILE ENTERTAINMENT), INC.**

FILED
99 SEP 15 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 607 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be:

THE ROCK (MOBILE ENTERTAINMENT), INC.

The address of the principal office of this corporation shall be 17001 S. W. 66th Street, Ft. Lauderdale, Florida 33331, and the mailing address shall be 17001 S. W. 66th Street, Ft. Lauderdale, Florida 33331.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 17001 S. W. 66th Street, Ft. Lauderdale, Florida 33331, and the name of the initial registered agent of the Corporation at the address shall be Mark Huling.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director initially. The name and street address of the initial member of the Board of Director is:

MARK HULING
17001 S. W. 66th Street
Ft. Lauderdale, Florida 33331

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

MARK HULING
President
17001 S. W. 66th Street
Ft. Lauderdale, Florida 33331

MARK HULING
Vice President
17001 S. W. 66th Street
Ft. Lauderdale, Florida 33331

MARK HULING
Secretary
17001 S. W. 66th Street
Ft. Lauderdale, Florida 33331

MARK HULING
Treasurer
17001 S. W. 66th Street
Ft. Lauderdale, Florida 33331

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MARK HULING
17001 S. W. 66th Street
Ft. Lauderdale, Florida 33331

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30 day of August, 1999.



MARK HULING
INCORPORATOR

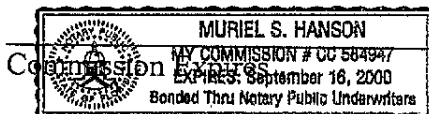
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared **MARK HULING**, to me known to be the person herein and who after being duly cautioned and sworn according to law deposed and stated that he executed these Articles of Incorporation for the purposes expressed herein, who produced is personally known to me and who did not take an oath.



NOTARY PUBLIC

Muriel S. Hanson
Printed Notary Name



CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

THE ROCK (MOBILE ENTERTAINMENT), INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 17001 S. W. 66th Street, Ft. Lauderdale, Florida 33331 has named MARK HULING, 17001 S. W. 66th Street, Ft. Lauderdale, Florida 33331, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



MARK HULING
REGISTERED AGENT

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99 SEP 15 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA