

P99000083725

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Spidergate Media Group
Inc.

900002993459--4
-09/22/99--01039--004
*****78.75 *****78.75

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP 22 AM 11:13

APPROVED
AND
FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 22 AM 10:08

RECEIVED

9/22/99

Signature _____

Requested by: _____

Name

Date

Time

Walk-In _____

Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
SPIDERGATE MEDIA GROUP, INC.**

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby applies to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is: SPIDERGATE MEDIA GROUP, INC.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 500 shares, having a ONE DOLLAR (\$1.00) par value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporator, or by the board of directors at a meeting called for such purpose, or at the organization meeting.

Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase

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SPIDERGATE MEDIA GROUP, INC.

shall be on such basis and for such consideration and the issuance of so much of the capital stock as the directors of the company may decide.

FOURTH: The amount of capital with which the corporation may begin business will not be less than FIVE HUNDRED DOLLARS (\$500.00).

FIFTH: The corporation is to have perpetual existence.

SIXTH: The address of the corporation's initial registered office and the name of the initial registered agent at such address is as follow:

Registered Agent

Jeffrey S. Kramer, Esq.
7700 N. Kendall Drive
Suite 510
Miami, Florida 33156

Corporate Mailing Address

9195 SW 125 Terrace
Miami, Florida 33176

SEVENTH: The number of directors constituting the initial board of directors is one (1).

EIGHTH: The name and post office address of the President, Secretary and Treasurer and the names of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's by-laws, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

President/Secretary/Treasurer/Director: Patrick MacDougall
9195 SW 125 Terrace
Miami, Florida 33176

NINTH: The name and post office address of the Incorporator is:

Patrick MacDougall
9195 Southwest 125 Terrace
Miami, Florida 33176


SPIDERGATE MEDIA GROUP, INC.

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

ELEVENTH: Cumulative voting may be permitted by the terms of the by-laws.

IN WITNESS WHEREOF, the party hereto has set her hand and seal this 21 day of September, 1999.



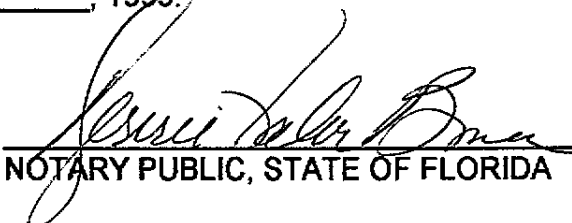
 Patrick MacDougall, Incorporator

STATE OF FLORIDA)
)S
 COUNTY OF MIAMI-DADE)

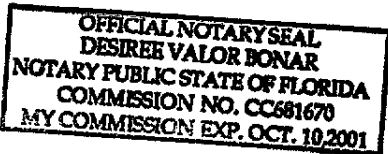
BE IT REMEMBERED, that on this day personally appeared before me, Patrick MacDougall, a party to the foregoing Articles of Incorporation, known to me personally to be such, and upon his oath acknowledged the above Articles of Incorporation to be the act and deed of the signer, and that the facts therein stated are truly set forth.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 21 day of SEPTEMBER, 1999.

Notary Stamp:

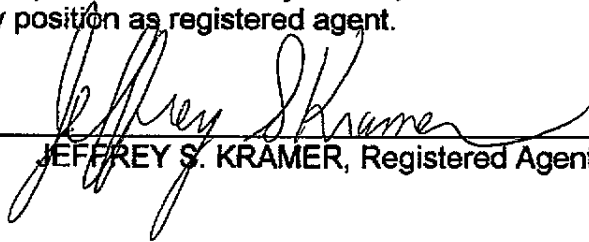


 NOTARY PUBLIC, STATE OF FLORIDA



SPIDERGATE MEDIA GROUP, INC.

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 provision 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.



JEFFREY S. KRAMER, Registered Agent

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