

P99000084305



ACCOUNT NO. : 072100000032

REFERENCE : 378340 7193577

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 70.00

ORDER DATE : September 17, 1999

ORDER TIME : 3:14 PM

ORDER NO. : 378340-005

500002994425--8

CUSTOMER NO: 7193577

CUSTOMER: Mr. Thomas R. Weissbach
IMAGE ALLIANCE COMMUNICATIONS
IMAGE ALLIANCE COMMUNICATIONS
635 Sw 1st Avenue

Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: IMAGE ALLIANCE MEDIA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 22 PM 12:20

RECEIVED
99 SEP 22 PM 3:55
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
[Signature]

99 SEP 22 PM 12:20

ARTICLES OF INCORPORATION
OF

IMAGE ALLIANCE MEDIA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

IMAGE ALLIANCE MEDIA, INC.

The address of the principal office of this corporation shall be 635 SW 1st Avenue, Ft. Lauderdale, Florida 33301, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 635 S.W. 1st Avenue, Ft. Lauderdale, Florida 33301, and the name of the initial registered agent of the corporation at that address is Thomas R. Weissbach.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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 address of the initial member of the Board of Directors is:

Thomas R. Weissbach

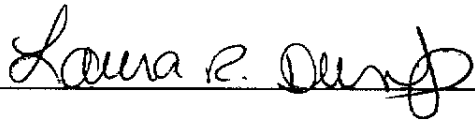
816 Bryan Place
Ft. Lauderdale, FL 33312

ARTICLE VII. INCORPORATOR

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

The Company Corporaiton
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on September 21, 1999.



Its Agent, Laura R. Dunlap
Incorporator

JKN/jai

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 22 PM 12:20

Thomas R. Weissbach, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

IMAGE ALLIANCE MEDIA, INC.

Thomas R. Weissbach is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Thomas R. Weissbach