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MEDIA BROTHERS GROUP CORP.
7001 S.W. 97th Avenue, Miami, Florida 33173
Telephone: (305) 275-1423 Fax: (305) 275-1597

October 7, 1999

Florida Department of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: Corporate filing – MEDIA BROTHERS GROUP CORP.

Dear Division of Corporations:

Enclosed please find the following documents:

Original Articles of Incorporation for MEDIA BROTHERS GROUP CORP.

Original Certificate of Designation of Registered Agent/Office and Acknowledgement

A check made payable to the Florida Department of State in the amount of \$78.75 to pay for the filing fees (\$35.00), registered agent designation (\$35.00), and certified copy (\$8.75).

Please file the attached documents and return the certification to the undersigned at your earliest convenience.

Should you need any additional documentation, please do not hesitate to contact the undersigned. Thanking you in advance for your assistance, we remain,

Very Truly Yours,



EDWARD ALMEIDA, ESQ.
General Counsel

Encls. (as noted)
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF —
MEDIA BROTHERS GROUP CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SECTION 1: NAME.

The name of this corporation is MEDIA BROTHERS GROUP CORP.

SECTION 2: CAPITAL STOCK.

The maximum number of shares of par value common, of non par common and of preferred stock, and of every kind, class or series of each, with their distinguishing characteristics and the par value of all shares outstanding at any one time is ONE HUNDRED at \$5.00 par value.

SECTION 3: INITIAL CAPITAL.

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED DOLLARS.

SECTION 4: TERM OF EXISTENCE.

This corporation is to exist perpetually.

SECTION 5: ADDRESS.

The initial post office address of the principal office of this corporation in the State of Florida is 7001 S.W. 97th Avenue, Miami, Florida 33173. The Board of Directors may from time to time move the principal office to any other address in Florida.

SECTION 6: DIRECTORS.

This corporation shall have two (2) directors. The number of directors may be increased from time to time pursuant to the by-laws adopted by the stockholders.

SECTION 7: INITIAL DIRECTORS.

The name and post office address of the member of the first Board of Directors are:

NAME
JOHN G. CARLSON

ADDRESS
2801 Florida Ave., #418, Miami, FL 33133

SECTION 8: SUBSCRIBERS.

The name and address of the subscriber to these articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
JOHN G. CARLSON	2801 Florida Ave., #418, Miami, FL 33133

SECTION 9: NATURE OF BUSINESS

9.01. To engage in every aspect and phase of the business of any and all business which is not contrary to the laws of the United States of America and of the State of Florida.

9.02. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a savings and loan association, mutual fire insurance association, a cooperative association, fraternal benefit society, state fair or exposition.

9.03. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

9.04. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

9.05. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

9.06. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

SECTION 10: AMENDMENT. These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written

statement manifesting their intention that a certain amendment of these articles of incorporation be made.

SECTION 11: RESIDENT AGENT. The corporation, pursuant to Chapter 48.091, Florida Statutes, has named EDWARD ALMEIDA, ESQ., whose address is 7001 S.W. 97th Avenue, Miami, Miami-Dade County, Florida, as its agent to accept service of process within this state.

SECTION 12: REGISTERED OFFICE. The street address of its initial registered office of the corporation is 7001 S.W. 97th Avenue, Miami, Miami-Dade County, Florida.

The incorporator of the corporation executed these Articles of Incorporation on the 7th day of October, 1999.


JOHN G. CARLSON

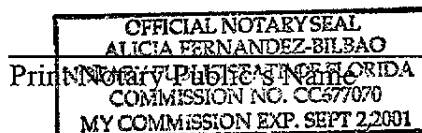
STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, JOHN G. CARLSON, to me known to be the person described as the incorporator of MEDIA BROTHERS GROUP CORP. who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 7th day of October, 1999.

(Seal)


Notary Public State of Florida



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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/OFFICE
AND ACKNOWLEDGMENT**

CORPORATION: MEDIA BROTHERS GROUP CORP.

REGISTERED AGENT/OFFICE: Edward Almeida, Esq.
7001 S.W. 97th Avenue
Miami, Florida 33173

ACKNOWLEDGMENT:

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 as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties, and I am familiar with and accept the obligations of my position as registered agent.


EDWARD ALMEIDA, ESQ.

Date: October 7, 1999

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