

Law Office

Brian A. Burden, P.A.

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Robin McCormick
Legal Assistant

October 14, 1999

Secretary of State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-10/18/99-01080-007
*****70.00 *****70.00

Re: **Articles of Incorporation of Media Buy Resource.Com, Inc.**
Our File No. 4063

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation of Media Buy Resource.Com, Inc. to be filed and a check for the filing fee in the amount of \$70.00. Please return a copy of the filed articles in the enclosed envelope.

Thank you for your assistance.

Very truly yours,



Robin G. McCormick
Legal Assistant

Enclosures

FILED
99 OCT 18 PM 1:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JP
10-20-99
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**ARTICLES OF INCORPORATION
OF
MEDIA BUY RESOURCE.COM, INC.**

FILED
99 OCT 18 PM 1:09
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned hereby associate for the purpose of becoming a corporation for profit under the laws of the State of Florida in compliance with Florida Statute §607.0202.

Article I

The name of the corporation shall be Media Buy Resource.Com, Inc.

Article II

The mailing address of the principal office of the corporation shall be:

1612 Crossbridge Drive
Brandon, FL 33510

Article III

The purpose for which the corporation is being formed and the general nature of the corporation's business shall be a marketing and consulting services, as well as to engage in any other activity or business permitted under the laws of the State of Florida.

Article IV

The amount of capital stock of the corporation shall be Ten Thousand (10,000) shares of common stock with a par value of \$1.00 per share and 1000 shares of non-voting preferred stock with a par value of \$1.00.

Article V

The entire voting power for the selection of directors and for all other purposes shall be vested exclusively in the holders of common stock each share of common stock by them owned.

Article VI

The names and addresses of the members of the first Board of Directors until the first annual meeting of the stockholders are as follows:

Anthony Beckford
1612 Crossbridge Drive
Brandon, FL 33510

Article VII

The number of directors is to be not less than one nor more than five and the directors need not be stockholders. Any vacancies in the Board of Directors shall be filled by special meeting of the stockholders.

Article VIII

The names and addresses of the Officers of the corporation until the first annual meeting of the stockholders are as follows:

Anthony Beckford- President, Secretary and Treasurer
1612 Crossbridge Drive
Brandon FL 33510

Article IX

The name and address of the incorporator and signer of the Articles of Incorporation is:

Anthony Beckford
1612 Crossbridge Drive
Brandon, FL 33510

Article X

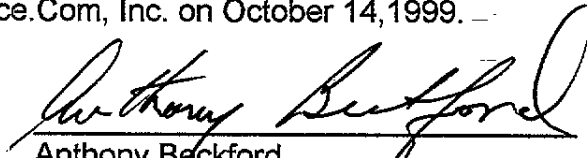
The duration of the corporation is to be perpetual.

Article XI

The street address of the corporation's initial registered office and the name of its initial registered agent at that office is:

Brian A. Burden, Esq.
Brian A. Burden, P.A.
215 W. Verne Street, Suite D
Tampa, Florida 33606

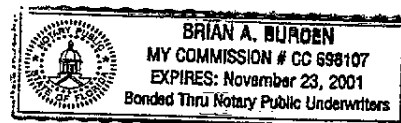
IN WITNESS WHEREOF, I have made, signed and acknowledged these Articles of Incorporation of Media Buy Resource.Com, Inc. on October 14, 1999.


Anthony Beckford

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Anthony Beckford appeared before me, the undersigned authority, and acknowledged that he executed these Articles of Incorporation for Media Buy Resource.Com, Inc. on October 14, 1999.


Notary Public



**Certificate Designating Place Of Business or
Domicile for the Service of Process Within This
State Naming Agent Upon Whom Service May Be Served**

In pursuance of Florida Statutes §48.091, the following is submitted in compliance with the Act:

Media Buy Resource.Com, Inc. desiring to organize under the laws of the State of Florida with its principal office at 1612 Crossbridge Drive Brandon, FL 33510, has named Brian A. Burden, 215 W. Verne Street, Suite D, Tampa, Florida 33606, as its agent to accept service of process within this state.

**Acknowledgment of Registered Agent and
Duties Pursuant to Florida Statute §607.0505**

Having been named to accept service of process for Media Buy Resource.Com, Inc. at 215 W. Verne Street, Suite D, Tampa, Florida, 33606, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open my office.



Brian A. Burden

FILED
99 OCT 18 PM 1:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA