

Division of Corporations

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Florida Department of State
 Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

NORTHSTAR MEDIA GROUP, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF**

NORTHSTAR MEDIA GROUP, INC.

ARTICLE I - NAME

The name of this Corporation is:

**NORTHSTAR MEDIA GROUP, INC.
965 North Nob Hill Road, #175
Plantation, Florida 33324**

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Seven Thousand Five Hundred (7500) shares of common stock having a \$1.00 par value. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

C. Vincent LeCurto, Esquire
2500 East Commercial Boulevard
Fort Lauderdale, FL 33308
FBN: 41040

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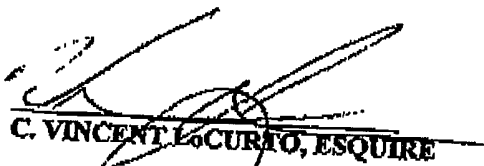
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ARTICLE VII - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this Corporation is 2500 East Commercial Boulevard, Fort Lauderdale, Florida 33308, and the name of the initial registered agent of this Corporation at that address is C. Vincent LoCurto, Esquire.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.


C. VINCENT LOCURTO, ESQUIRE

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Timothy J. O'Donnell	965 North Nob Hill Rd., #175 Plantation, Florida 33324
Mary Kathryn O'Donnell	965 North Nob Hill Rd., #175 Plantation, Florida 33324

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Timothy J. O'Donnell	965 North Nob Hill Rd., #175 Plantation, Florida 33324

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

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ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

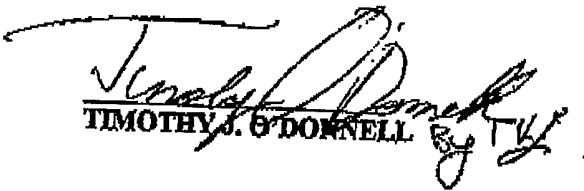
Timothy J. O'Donnell, 500 Shares

Mary Kathryn O'Donnell, 500 Shares

ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case whether or not such approval is required by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 1 day of November 1999.


TIMOTHY J. O'DONNELL

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