

FROM

(TUE) 12. 28' 99 12:43/ST. 12:43/NO. 4260823499 P 1

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

mediabrowser.com, Inc.

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FROM

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ARTICLES OF INCORPORATION
OF
MEDIABROWSER.COM, INC.

THE UNDERSIGNED, acting as the sole Incorporator of **mediabrowser.com, Inc.** (the "Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified, hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I
Name

The name of the Corporation is: **mediabrowser.com, Inc.**

ARTICLE II
Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
Shares

The total number of shares which the Corporation shall have the authority to issue shall be One Hundred Million (100,000,000) shares, consisting of a single class of common stock having a par value of \$.001 per share.

ARTICLE IV
Principal Office

The address of the principal office of the Corporation is 7381 114th Avenue North, Suite 406, Largo, Florida 33773.

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Brad S. Fischer, Esquire
Florida Bar # 076775
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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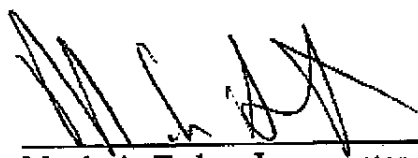
ARTICLE V
Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 1200 S. Pine Island Road, Plantation, Florida 33324, and the initial registered agent at such address is C T Corporation.

ARTICLE VI
Incorporator

The name and address of the sole Incorporator of the Corporation is as follows:
Martin A. Traber, Esquire, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed
by the undersigned Incorporator as of the 27th day of December, 1999.



Martin A. Traber, Incorporator

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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of mediabrowser.com, Inc.

DATED: Effective December 27, 1999.

CT CORPORATION

By: _____

Name: **PETER F. SOUZA**

Title: **ASSISTANT SECRETARY**

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