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TODD M. HOEPKER, P.A.
COUNSELOR AT LAW

390 NORTH ORANGE AVENUE • SUITE 1800 • P.O. BOX 3311 • ORLANDO, FLORIDA 32802-3311
TELEPHONE: (407) 426-2060 FACSIMILE: (407) 426-2066

March 27, 2002

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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*****87.50 *****87.50

Re: William Board Media, Inc.
Letter No.: 802A00016859

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation and a copy of your letter dated March 21, 2002.

I previously paid the filing fee of $87.50. Please file these Articles of Incorporation in the usual manner and forward a certified copy of the Articles to this office.

If you have any questions or comments, please do not hesitate to call me. Thank you in advance for your cooperation.

Very truly yours,

Todd M. Hoepker

FILED
02 MAR 29 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TMH:jlf
Enclosures

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BM 3/29

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 21, 2002

TODD M HOEPKER ESQ
PO BOX 3311
ORLANDO, FL 32802-3311

SUBJECT: CBT, INC.
Ref. Number: W02000007858

We have received your document for CBT, INC. and your check(s) totaling $87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 802A00016859

ARTICLES OF INCORPORATION

OF

WILLIAM BOARD MEDIA, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND ADDRESS

The name of this corporation is WILLIAM BOARD MEDIA, INC. The principal address of the corporation shall be located at 390 North Orange Avenue, Suite 1800, Orlando, Florida 32802.

ARTICLE II

DURATION

The period of its duration is perpetual.

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02 MAR 29 AM 11:43
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TALLAHASSEE, FLORIDA

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, with a $1.00 par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and office of this corporation is as follows:

Todd M. Hoepker, Esquire
390 North Orange Avenue
Suite 1800
Orlando, Florida 32801

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Todd M. Hoepker
390 North Orange Avenue
Suite 1800
Orlando, Florida 32802

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Todd M. Hoepker, Esquire
390 North Orange Avenue
Suite 1800
Orlando, Florida 32802-3311

ARTICLE VIII

NON-RESIDENT DIRECTORS

Directors need not be residents of the State of Florida.

ARTICLE IX

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation of the officers of this corporation.

ARTICLE X

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders by a majority vote.

ARTICLE XI

INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

ARTICLE XII

SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE XIV

INFORMAL ACTION

If all the shareholders and directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders or the directors.

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TALLAHASSEE, FLORIDA

ARTICLE XV

RESTRICTIONS ON TRANSFER OF STOCK

Restrictions on the sale or transfer of the stock of this corporation may be set forth in a buy-sell agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 27 day of March, 2002.

TODD M. HOEPKER, ESQUIRE
Incorporator

STATEMENT OF REGISTERED AGENT

I hereby accept the appointment as registered agent, I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

TODD M. HOEPKER, ESQUIRE
Registered Agent

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared the following individual, TODD M. HOEPKER, ESQUIRE, to me known to be the person who executed the foregoing Articles of Incorporation, as Incorporator and Registered Agent, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of March, 2002.

Jaime L Boutwell
My Commission CC851205
Expires July 1, 2003

Jaime L Boutwell
NOTARY PUBLIC
NAME PRINTED: Jaime L. Boutwell
My Commission Expires: 7-1-03

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