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ACCOUNT NO. : 072100000032

REFERENCE : 674610 164036A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 70.000

ORDER DATE : July 23, 2002

ORDER TIME : 12:18 PM

ORDER NO. : 674610-005 200006593162--6

CUSTOMER NO: 164036A

CUSTOMER: Kim Reese, Legal Asst  
Glenn N. Siegel, P.a.  
Suite 304  
18501 Murdock Circle  
Port Charlotte, FL 33948

DOMESTIC FILING

NAME: HERSH MEDIA ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar - EXT. 1124  
EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
2002 JUL 23 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
DEPARTMENT OF REVENUE  
TALLAHASSEE, FLORIDA

02 JUL 23 PM 12:54

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07-23-02

FILED

2002 JUL 23 PM 1: 14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HERSH MEDIA ENTERPRISES, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is **HERSH MEDIA ENTERPRISES, INC.**

ARTICLE II

The existence of the corporation shall begin on JULY 23, 2002

ARTICLE III

The street address and mailing address of the principal office of the Corporation is 24159 Harborview Road, Port Charlotte, Florida 33980

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The par value is \$1.00.

ARTICLE V

The initial street address of the Corporation's registered office is 24159 Harborview Road, Port Charlotte, Florida 33980. The initial registered agent for the Corporation at that address is Martin Hersh.

ARTICLE VI

The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

NAME

ADDRESS

MARTIN HERSH

24159 Harborview Road  
Port Charlotte, Florida 33980

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

NAME

ADDRESS

MARTIN HERSH

24159 Harborview Road  
Port Charlotte, Florida 33980

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

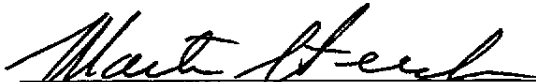
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22<sup>nd</sup> day of July, 2002.



MARTIN HERSH

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for . at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



MARTIN HERSH

Date: July 22, 2002