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Reply to:

Tampa, Fl

January 21, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

800002411798-0
-01/26/98--01086--015
*****70.00 *****70.00

Re: Hollywood on Air, Inc.

Dear Sir/Madam:

Enclosed herein is original and copy of Articles of Incorporation, together with original and copy of Registered Agent Form, regarding the above referenced corporation for filing.

Also enclosed herein is a check in the amount of \$70.00 to cover filing fees.

Please forward filed copy of the Articles of Incorporation to the undersigned at the address shown below.

Sincerely,

Robert L. Singer
Associate

enc.

98 JAN 26 AM 10: 59
FILED
STATE ARCHIVE DATE
TALLAHASSEE, FLORIDA

P.O. Box 22023
Tampa, FL 33622-2023
(813) 248-3001
Fax: (813) 247-4115

P.O. Box 987
Arlington, VA 22216-0987
(703) 527- 2299
Fax: (540) 775-7303

P.O. Box 4534
Manchester, CA 03530-4534
(803) 946-4142
Fax: (805) 946-8403
B. BROCK JAN 28 1998

ARTICLES OF INCORPORATION
OF
HOLLYWOOD ON AIR, INC.

The undersigned, for the purpose of forming a corporation hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME

The name of the Corporation is Hollywood on Air, Inc., 2212 East 4th Avenue, Tampa, FL 33605.

ARTICLE TWO
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation will transact any and all lawful business to include, but not restricted to, entertainment.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 100 all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued shares of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued shares.

ARTICLE SIX
INITIAL REGISTERED OFFICE and AGENT

The street address of the initial registered office of the Corporation is 2212 East 4th Avenue, Tampa, FL 33605 and the name of the initial registered agent at such address is Drakeford & Drakeford, P.A.

ARTICLE SEVEN
DIRECTORS/OFFICERS

The name and address of the President of the Corporation is:

John Velasco-Mills	2212 East 4th Avenue Tampa, FL 33605
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The name and address of the Executive Vice President of the Corporation is:

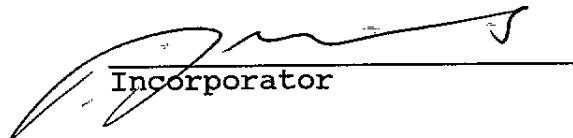
Ronald J. Fields	2212 East 4th Avenue Tampa, FL 33605
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ARTICLE EIGHT
INCORPORATORS

The name and address of the incorporator is:

Name	Address
Walter H.C. Drakeford	2212 East 4th Avenue Tampa, FL 33605

IN WITNESS WHEREOF, I have subscribed my name on this 21st day of January 1998.

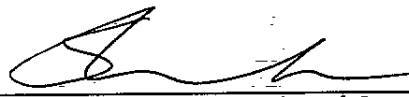


Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this 21st day of January 1998 before me, the undersigned officer, personally appeared Walter H.C. Drakeford, known to me, to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purpose there contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary State of Florida



MICHAEL M. SAWAH
COMMISSION # CC 473935
EXPIRES JUN 19, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

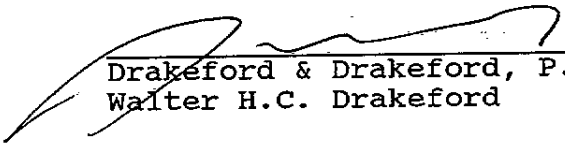
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said act.

First that Hollywood on Air, Inc., desiring to organize
under the laws of the State of Florida, with its principal office
as indicated in the Articles of Incorporation in the County of
Hillsborough, State of Florida, has named Drakeford & Drakeford,
P.A., 2212 East 4th Avenue, Tampa, Florida 33605, Mailing
Address: P.O. Box 22023, Tampa, Florida 33622-2023, as its agent
to accept service of process within this state.

ACKNOWLEDGEMENT AND ACCEPTANCE;

Having been named to accept service of process for the
above named Corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.


Drakeford & Drakeford, P.A.
Walter H.C. Drakeford

FILED
98 JAN 26 AM 10:59
TALMADGE COUNTY, FLORIDA