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6-27-03

CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 150227 7143749

AUTHORIZATION :

COST LIMIT : $ PPD

ORDER DATE : June 27, 2003

ORDER TIME : 10:49 AM

ORDER NO. : 150227-005

CUSTOMER NO: 7143749

CUSTOMER: Charles E. Muller, Esq
Muller & Lipson, P.a.

Suite 1550
9350 South Dixie Highway
Miami, FL 33156

DOMESTIC FILING

NAME: HIGHWINDS MEDIA GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP
_____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Kunkel EXT. 1156

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ARTICLES OF INCORPORATION

OF

HIGHWINDS MEDIA GROUP, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Highwinds Media Group, Inc.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of $.10 per share, divided into two classes, the designation of each such class being as follows:

A. 1,000 shares of Class A Common Stock;

B. 9,000 shares of Class B Common Stock.

All of said shares (without regard to class) shall have equal preferences, limitations and relative

rights, including rights to distribution and liquidation proceeds, except that with respect to all matters coming before the shareholders for a vote of the shareholders (a) holders of Class B Common Stock shall not be entitled to vote, individually or as a class, and (b) a holder of Class A Common Stock shall be entitled to cast one vote per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Charles E. Muller II
9350 S. Dixie Highway, Suite 1550
Miami, Florida 33156

ARTICLE VI

This corporation shall have one director initially. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Steve Miller
111 East Fairbanks Avenue, Suite 100
Winter Park, Florida 32789

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Charles E. Muller II
9350 S. Dixie Highway, Suite 1550
Miami, Florida 33156

ARTICLE VIII

The mailing address of the corporation is:

111 East Fairbanks Avenue, Suite 100
Winter Park, Florida 32789

Executed at Miami, Florida, this 25th day of June, 2003.

Charles E. Muller II, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Highwinds Media Group, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 25th day of June, 2003.

Charles E. Muller II,
Registered Agent