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AFFORDABLE LEGAL CLINIC, INC.

426 E. Highway 434 • Winter Springs, Florida 32708

Post Office Box 180292 • Casselberry, Florida 32718-0292

Telephone: (407) 327-5297 • Facsimile: (407) 327-8444 • e-mail: rainbow@iag.net

EFFECTIVE DATE  
1-1-00

PLZ  
MAKE  
EFFECTIVE  
1/1/2000!!!

September 24, 1999

Secretary of State  
Division of Corporations  
Post Office Box 6327  
The Capitol  
Tallahassee, Florida 32399-6327

500003081385--6  
-12/28/99--01020--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: SOUTHEAST MEDIA GROUP BALTIMORE, INC.

Dear Sir:

Enclosed please find two copies of Articles of Incorporation and Registered Agent's Certificate for a new Florida corporation now being formed -- SOUTHEAST MEDIA GROUP BALTIMORE, INC.

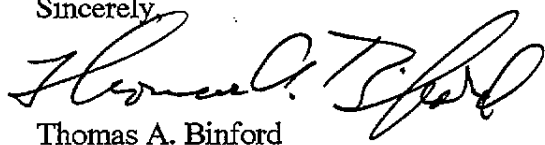
Also enclosed please find our check in the amount of \$70.00. This check includes payment for the following:

Filing fee	\$35
Registered Agent's Designation	<u>35</u>
<b>TOTAL</b>	<b>\$70.00</b>

Please send the duplicates of the Articles of Incorporation and Registered Agent's Certificate to Affordable Legal Clinic, Inc., 426 E. Hwy 434, Winter Springs, Florida 32708.

Your cooperation in this matter is appreciated.

Sincerely,

  
Thomas A. Binford

FILED  
1999 DEC 28 AM 8 30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

TAB:rr

Correction notice  
sent (m)

A. Howell JAN 5 2000

EFFECTIVE DATE  
1-1-00

ARTICLES OF INCORPORATION  
OF

FILED  
1999 DEC 28 AM 8 30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SOUTHEAST MEDIA GROUP BALTIMORE, INC.**

ARTICLE 1. NAME.

The name of the Corporation is SOUTHEAST MEDIA GROUP BALTIMORE,  
INC.

ARTICLE II. DURATION.

This Corporation shall have perpetual existence. The effective date shall  
be January 1, 2000.

ARTICLE III. PURPOSE.

This Corporation is organized to transact and carry on any activity or business  
permitted under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK.

This Corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par  
value common stock.

ARTICLE V. MANAGEMENT.

A. Pursuant to the provisions of Section 607.111, Florida Statutes, as the same  
exists upon the adoption of these Articles of Incorporation, the business of this Corporation may  
be managed by the shareholders of the Corporation, rather than by a Board of Directors.

B. Should the shareholders of the Corporation so elect, they may by resolution  
and bylaw establish a Board of Directors to manage the business of this Corporation. In such  
event, the shareholders shall prescribe the duties, functions and methods of operation of such  
Board of Directors with particularity and in appropriate bylaws.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT.

The street address and mailing address of the initial registered agent of this  
Corporation is 921 N. Lake Clair Circle, Oviedo, Florida 32765. The principal street address of  
the Corporation is 49 Alafaya Woods Blvd., Suite 365, Oviedo, Florida 32765. The principal  
mailing address of the Corporation is 49 Alafaya Woods Blvd., Suite 365, Oviedo, Florida

32765. The name and address of the initial registered agent of this Corporation is Michael T. Wargo, 921 N. Lake Clair Circle, Oviedo, Florida 32765.

#### ARTICLE VII. INCORPORATOR.

The name and address of the person signing these Articles of Incorporation is: Michael T. Wargo, 921 N. Lake Clair Circle, Oviedo, Florida 32765.

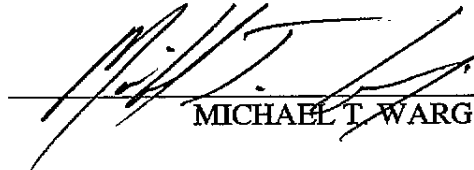
#### ARTICLE VIII. PRE-EMPTIVE RIGHTS.

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price per share at which shares are offered to others.

#### ARTICLE IX. AMENDMENTS.

These Articles of Incorporations may be amended in the manner provided by law. Every amendment shall be approved by the shareholders representing a majority of the outstanding shares of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 23<sup>rd</sup> day of December, 1999.

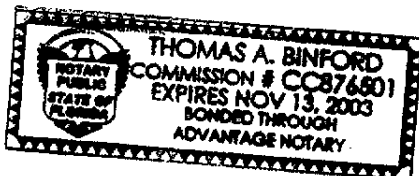
  
MICHAEL T. WARGO

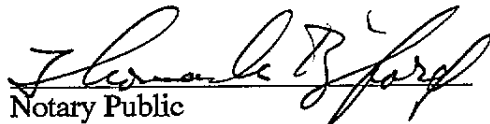
STATE OF FLORIDA

COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MICHAEL T. WARGO, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily and for the purposes therein expressed. MICHAEL T. WARGO presented PERSONALLY KNOWN as identification.

WITNESS my hand and official seal at Winter Springs, County of Seminole, State of Florida, this 23 day of DEC, 1999.



  
Notary Public

FILED

1999 DEC 28 AM 8 30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

FOR

**SOUTHEAST MEDIA GROUP BALTIMORE, INC.**

DESIGNATION

I, MICHAEL T. WARGO, as the Incorporator named in the Articles of Incorporation of SOUTHEAST MEDIA GROUP BALTIMORE, INC., a corporation for profit, hereby designate MICHAEL T. WARGO as Registered Agent for the service of process within the State of Florida for SOUTHEAST MEDIA GROUP BALTIMORE, INC. The street address and mailing address of the initial registered agent of this Corporation is 921 N. Lake Clair Circle, Oviedo, Florida 32765. The principal street address of the Corporation is 49 Alafaya Woods Blvd., Suite 365, Oviedo, Florida 32765. The principal mailing address of the Corporation is 49 Alafaya Woods Blvd., Suite 365, Oviedo, Florida 32765. The name and address of the initial registered agent of this Corporation is MICHAEL T. WARGO, 921 N. Lake Clair Circle, Oviedo, Florida 32765. This designation is made in conformity with Florida Statutes Sections 48.091 and 607.1501 - .1505.

  
MICHAEL T. WARGO

ACCEPTANCE

I, MICHAEL T. WARGO, doing business at the street address of 49 Alafaya Woods Blvd., Suite 365, Oviedo, Florida 32765, do hereby consent to my appointment as Registered Agent for the service of process upon SOUTHEAST MEDIA GROUP BALTIMORE, INC., a Florida corporation. I am familiar with and accept the obligations provided for in Florida Statutes Sections 48.091 and 607.1501 - .1505.

  
MICHAEL T. WARGO