



Media Group

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SECRETARY OF STATE
TALLAHASSEE, FL

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December 28, 1999

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL

Re: TNT Media Group, Inc.

Dear Sir or Madam:

This office wishes to incorporate the above-named corporation under the Florida Business Corporation Act. I have enclosed the following for filing in this regard:

1. One (1) original and one (1) copy of the Articles of Incorporation of TNT Media Group, Inc.; and
2. Check payable to the Florida Department of State for the \$87.50 filing fee.

Please note that pursuant to Article VI of the Articles of Incorporation, the Articles are to take effect as of January 1, 2000.

Please forward to me a certified copy of the articles and an original Certificate of Status upon completion of the filing of the enclosed Articles of Incorporation.

Please call me if you have any questions, or if there are any name conflicts or other problems with filing the Articles.

Sincerely,

Timothy Ackerman

Enclosures
cc: Kathleen Brehl

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
TNT MEDIA GROUP, INC.**

The Articles of Incorporation of TNT Media Group, Inc., a corporation organized and existing under the Florida Business Corporation Act shall be as follows:

**ARTICLE I
General Provisions**

- 1.1. Name.** The name of the corporation is TNT Media Group, Inc. (the "Corporation").
- 1.2. Business Purpose.** The purpose of the Corporation is to engage in general business purposes pursuant to the provisions of the Florida Business Corporation Act (the "FBCA").
- 1.3. Duration.** The duration of the Corporation shall be perpetual.
- 1.4. Registered Office.** The registered office of the Corporation is located at 915 Harbor Lake Drive, Suite B, Safety Harbor, Florida 34695. The registered agent of the Corporation is Timothy Ackerman.
- 1.5. Powers.** The Corporation shall have all of the powers enumerated in the FBCA. In addition, the Corporation shall have and may exercise all other powers necessary or convenient to effect any or all of the business purposes of the Corporation set forth herein.
- 1.6. Principal Office.** The principal place of business and mailing address of the Corporation are:

Principal Place of Business:

915 Harbor Lake Drive
Suite B
Safety Harbor, FL 34695

Mailing Address:

P.O. Box 6002
Palm Harbor, FL 34684

**ARTICLE II
Stock**

- 2.1. Total Authorized.** The Corporation shall have authority to issue an aggregate of 2,500,000 shares of stock. The classes of stock which the Corporation has authority to issue, and the number of shares in each class, is described below.

2.2. Common Stock. The Corporation shall have authority to issue 1,000,000 shares of Common Stock.

2.2.1. Voting Rights. The holders of Common Stock shall be entitled to one vote for each share of Common Stock held by them.

2.2.2. Cumulative Voting. The shares of Common Stock shall not be voted cumulatively.

2.3. Non-Voting Common Stock. The Corporation shall have authority to issue 1,000,000 shares of Non-Voting Common Stock.

2.3.1. No Voting Rights. The holders of Non-Voting Common Stock shall not be entitled to any voting rights (except as otherwise required by the FBCA or other applicable law).

2.3.2. Other Rights. Except for the previously described difference in voting rights, the Non-Voting Common Stock and the Common Stock shall have identical rights and privileges.

2.4. Preferred Stock. The board of directors of the Corporation shall have authority to issue 500,000 shares of preferred stock. Said stock may all be of one class or series of preferred stock, or may be of more than one class or series of preferred stock.

2.4.1. Rights and Preferences. A resolution or resolutions providing for the issue of such stock adopted by the board of directors of the Corporation shall state and express (i) the designation of such preferred stock; (ii) its voting powers, whether full or limited, cumulative or not, no voting rights, multiple votes, or otherwise; (iii) its powers, preferences and rights; (iv) its qualifications, limitations or restrictions; and (v) any other rights, preferences and attributes permitted by the FBCA.

2.4.2. Statement of Designations. A statement setting forth the name of the Corporation and the text of the resolution, and certifying the adoption of the resolution and its date of adoption, shall be filed with the Secretary of State of the State of Florida. The resolution is effective only when this Statement of Designations is so filed (except as otherwise stated in subsection 2.4.4 below).

2.4.3. Issuance of Shares. The shares of stock authorized by this Section 2.4 shall not be issued until the applicable Statement of Designations has been filed (except as otherwise stated in subsection 2.4.4 below).

2.4.4. Exception. Notwithstanding anything in subsections 2.4.2 and 2.4.3 to the contrary, if the shareholders have received notice of the creation of shares pursuant to this Section 2.4, before the issuance of those shares, then (i) the applicable Statement of

Designations may be filed any time within one year after the issuance of the shares, and
(ii) the resolution is effective on the date of its adoption by the directors.

2.5. Miscellaneous. Unless otherwise specified herein, all of the shares of the Corporation shall have (i) a par value of one cent per share solely for the purpose of a statute or regulation imposing a tax or fee based upon the capitalization of a corporation, unless such statute or regulation allows for a lesser fee based upon no par value stock; and (ii) a par value fixed by the board for the purpose of a statute or regulation requiring the shares of the Corporation to have a par value. In all other cases, all of the shares of the Corporation shall have no par value. If a par value is established for a class of shares, the Corporation may nevertheless issue those shares for a consideration whose fair value is less than the par value of those shares.

ARTICLE III

Shareholders

3.1. Preemptive Rights. The shareholders of the Corporation shall not have any preemptive rights (except as may be otherwise provided by resolution pursuant to Section 2.4 above).

3.2. Corporate Debts. The shareholders of the Corporation shall not be personally liable for the payment of the Corporation's debts.

3.3. By-Laws. The shareholders of the Corporation shall have the right to adopt, amend, or repeal by-laws of the Corporation.

3.3.1. Exclusive Rights. After the adoption of the initial by-laws, only the shareholders may adopt, amend, or repeal a by-law (i) fixing a quorum for meetings of shareholders; (ii) prescribing procedures for removing directors or filling vacancies in the board; or (iii) fixing the classifications, qualifications, or terms of office of directors.

3.3.2. Controlling Effect. The shareholders always have the power to override actions of the directors or incorporator in adopting, amending, or repealing by-laws. Any such action taken by the shareholders may not be changed except by the shareholders.

3.3.3. Shareholder Management. The holders of the shares entitled to vote for directors of the Corporation may, by unanimous affirmative vote, take any action that the FBCA requires or permits the board to take. As to any such action taken by the shareholders (i) the directors have no duties, liabilities, or responsibilities as directors under the FBCA with respect to or arising from the action; (ii) the shareholders collectively and individually have all of the duties, liabilities and responsibilities of directors under the FBCA with respect to and arising from the action; (iii) if the action relates to a matter required or permitted by the FBCA or by any other law to be approved or adopted by the board, either with or without approval or adoption by the shareholders, the action is

deemed to have been approved or adopted by the board; and (iv) a requirement that an instrument filed with a governmental agency contain a statement that the action has been approved and adopted by the board is satisfied by a statement that the shareholders have taken the action hereunder.

3.4. Vote Required for Shareholder Actions. The shareholders shall take action by the affirmative vote of the holders of a majority of the voting power of the shares present and entitled to vote, except where (i) the FBCA or other applicable law requires a larger proportion or number, or (ii) class voting is permitted.

3.4.1. Voting by Class. The holders of a class or series of the Corporation's stock shall be entitled to vote as a class to the extent (i) required by the FBCA; (ii) required by other applicable law; or (iii) the resolution described in Section 2.4 hereof for a class or series of Preferred Stock permits class voting.

3.4.2. Required Vote. Whenever class voting is permitted, an action by the shareholders shall in all cases require the affirmative vote of the holders of a majority of each class or series entitled to vote thereon (except where the resolution described in Section 2.4 hereof specifies that the vote by any class or series of Preferred Stock requires a greater than majority vote).

3.5. Consent of Shareholders in Lieu of Meeting. An action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting, by written action, only if the written action is signed by all of the shareholders entitled to vote on that action. The written action is effective when it has been signed by all of those shareholders, unless a different effective time is provided in the written action.

ARTICLE IV

Directors

4.1. Board to Manage. The business and affairs of the Corporation shall be managed by or under the direction of its board of directors (except to the extent otherwise provided in Section 3.4 and Article 5 hereof).

4.2. Number. The number of directors shall be fixed by, or in the manner provided in, the by-laws of the Corporation. Any such by-law may be amended by either the shareholders or the directors, and that amended by-law may either increase or decrease the number of directors.

4.3. By-Laws. The board of directors may adopt, amend or repeal by-laws of the Corporation (except to the extent that subsections 3.3.1 and 3.3.2 above provide to the contrary).

4.4. Liability. A director shall have no personal liability to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the preceding

shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under securities laws or Section 607.0834 of the Florida Statutes, or (iv) for any transaction from which the director derived an improper personal benefit.

4.4.1. FBCA Amendments. If the FBCA is hereafter amended to authorize the further elimination or limitation of the liability of directors, then in addition to the limitation on personal liability provided herein, the liability of a director shall be limited to the fullest extent permitted by the amended FBCA.

4.4.2. Repeal or Modification. Any repeal or modification of this Section 4.4 shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

4.5. Vote Required for Board Actions. The board shall take action by the affirmative vote of a majority of directors present at a duly held meeting (except where the FBCA or other applicable law requires the affirmative vote of a larger proportion or number).

4.6. Consent of Directors in Lieu of Meeting. An action required or permitted to be taken at a meeting of the directors may be taken without a meeting, by written action, if the written action is signed by the number of directors that would be required to take that action pursuant to Section 4.5 above. Any such written action is effective when it has been signed by the required number of directors (unless a different effective time is provided in the written action).

ARTICLE V

Shareholder Control Agreements

5.1. Authorized. A written agreement solely among the shareholders of the Corporation and the subscribers for shares to be issued, relating to the control of any phase of the business and affairs of the Corporation, its liquidation and dissolution, or the relations among shareholders of or subscribers to shares of the Corporation is valid and specifically enforceable as provided in this Article.

5.2. Method of Approval. A written agreement solely among persons described in Section 5.1 above that relates to the control of or the liquidation and dissolution of the Corporation, the relations among them, or any phase of the business and affairs of the Corporation (including, without limitation, the management of its business, the declaration and payment of distributions, the election of directors or officers, the employment of shareholders by the Corporation, or the arbitration of disputes) is valid and specifically enforceable, if the agreement is signed by all persons who are then the shareholders of the Corporation, whether or not the shareholders all have voting shares, and the subscribers for shares, whether or not voting shares, to be issued.

5.3. Enforceability. The agreement is enforceable by the persons described in Section 5.1 who are parties to it and is binding upon and enforceable against only those persons and other persons having knowledge of the existence of the agreement.

5.4. Liability. The effect of an agreement authorized by this Article is to relieve the board and the director or directors in their capacities as directors, and to impose upon the parties to the agreement, the liability for acts or omissions imposed by law upon directors to the extent that and so long as the discretion or powers of the directors in the management of the business and affairs of the Corporation are exercised by the shareholders under a provision in the agreement. However, a shareholder is not liable pursuant to this Section 5.4 by virtue of a shareholder vote, if the shareholder had no right to vote on the action.

5.5. Copies. A copy of the agreement shall be filed with the Corporation. The existence and location of a copy of the agreement shall be noted conspicuously on the face or back of each certificate for shares issued by the Corporation and on each transaction statement. A shareholder, a beneficial owner of shares, or another person having a security interest in shares has the right upon written demand to obtain a copy of the agreement from the Corporation at the expense of the Corporation.

5.6. Other Agreements. This Article does not apply to, limit, or restrict agreements otherwise valid. The procedures set forth in this Article shall not be construed as the exclusive method of agreement among shareholders, or between the shareholders and the Corporation, with respect to any of the matters described in this Article.

ARTICLE VI

Effective Date of Articles

6.1 Filing of Articles. These Articles of Incorporation shall be effective on January 1, 2000.

6.2 Corporate Existence Begins. The existence of this Corporation shall begin on January 1, 2000.

ARTICLE VII

Incorporator

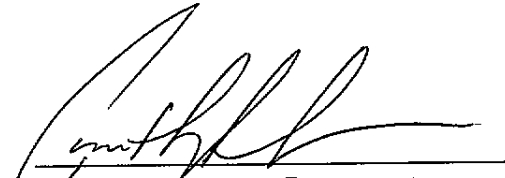
7.1 Name and Address. The name and address of the incorporator of the Corporation are as follows:

Timothy Ackerman
915 Harbor Lake Drive, Suite B

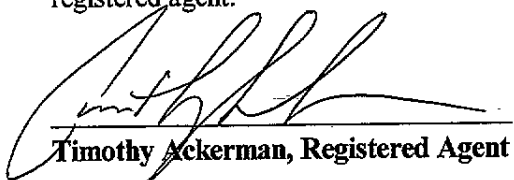
Safety Harbor, FL 34695

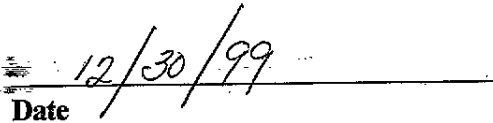
7.2 Powers. Until the directors are elected, the incorporator shall manage the affairs of the Corporation and may do whatever is necessary to perfect the organization of the Corporation, including the adoption of the original by-laws of the Corporation and the election of directors.

IN WITNESS WHEREOF, the undersigned has hereunto executed these Articles of Incorporation on December 30, 1999.


Timothy Ackerman, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Timothy Ackerman, Registered Agent


Date