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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

20/20 Media Holdings Incorporated

FILED  
00 JAN 20 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
00 JAN 20 AM 11:05  
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- ARTICLES ONLY
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**RUSH**

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

T. SMITH JAN 20 2000

ARTICLES OF INCORPORATION  
OF  
20/20 MEDIA HOLDINGS, INCORPORATED

FILED  
00 JAN 20 PM 2:56  
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TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is 20/20 MEDIA HOLDINGS, INCORPORATED. The mailing address and the principal place of business shall be 3055 Vest Road, St. Cloud, FL 34772.

ARTICLE II - Duration

This corporation shall exist in perpetuity, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value Class "A", common stock; and one share of no par value Class "B" common stock, which shall only have voting powers and no right to dividends and distributions.

ARTICLE V - Pre-emptive Rights

Every share holder, 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 of such stock (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - Initial Board of Directors

This corporation shall have three (3) director(s) initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial director(s) of this corporation are:

<u>Name</u>	<u>Address</u>
Phillip C. Owen	1509 Sunset Point Kissimmee, FL 34744
Joel C. Davis	3055 Vest Road St. Cloud, FL 34772
Robin E. Davis	3055 Vest Road St. Cloud, FL 34772

ARTICLE VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3055 Vest Road, St. Cloud, FL 34772 and the name of the initial registered agent of this corporation at that address is Joel C. Davis.

ARTICLE VIII - Incorporators

The names and addresses of the person(s) signing these articles are:

<u>Name</u>	<u>Address</u>
Phillip C. Owen	1509 Sunset Point Kissimmee, FL 34744
Joel C. Davis	3055 Vest Road St. Cloud, FL 34772

ARTICLE IX - Bylaws


The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X - Amendment

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

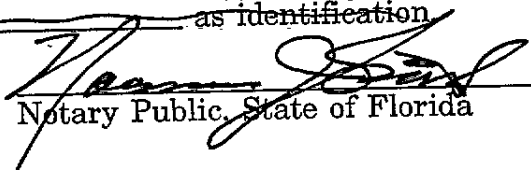
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 18 day of January, 2000.

  
Phillip C. Owen

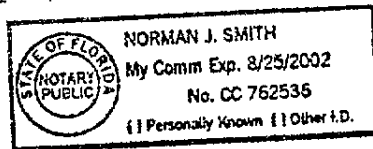
  
Joel C. Davis

STATE OF FLORIDA  
COUNTY OF OSCEOLA

The foregoing instrument was sworn to before me this 18<sup>th</sup> day of January, 2000, by Phillip C. Owen and Joel C. Davis. They are personally known to me ~~or~~ who have produced \_\_\_\_\_ as identification

  
Notary Public, State of Florida


Typed, Printed or Stamped Notary Name



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - that 20/20 MEDIA HOLDINGS, INCORPORATED, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3055 Vest Road, St. Cloud, FL 34772, State of Florida, has named Joel C. Davis, located at 3055 Vest Road, St. Cloud, FL 34772, State of Florida, as its agent to accept service of process within Florida.

Signature:   
Phillip C. Owen

Title: Incorporator

Date: 1/18/00

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature:   
Joel C. Davis

Date: 1/18/00

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