

P00000006556

Harlan R. Cooley
820 Massachusetts Avenue
St. Cloud, Fl 34769

January 10, 1999

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

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-01/12/00--01041--008
****122.50 *****78.75

RE: KISSIMMEE ST. CLOUD INTERNET BROADCASTING, INC.


Gentlemen,

Enclosed please find the original and copy of the Articles of Incorporation of KISSIMMEE ST. CLOUD INTERNET BROADCASTING, INC., together with my check in the amount of \$122.50 covering the following fees.

| | |
|------------------|---------|
| Filing fee | \$35.00 |
| Certified Copy | 52.00 |
| Registered Agent | |
| Designation | 35.00 |

Thank you for your attention to this matter.

Very truly yours,


Harlan R. Cooley

FILED
00 JAN 12 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHAMBERLAIN JAN 21 1999

**ARTICLES OF INCORPORATION
OF
KISSIMMEE ST. CLOUD INTERNET BROADCASTING, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: **KISSIMMEE ST. CLOUD INTERNET BROADCASTING, INC.**

ARTICLE II. NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. TERM OF EXISTENCE

This corporation shall commence as the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE IV. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the law of the United States and of this State.

ARTICLE V. CAPITAL STRUCTURE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI.

Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be HARLAN RAYMOND COOLEY. The street address of the initial registered office of this corporation is 820 Massachusetts Avenue, St. Cloud, Florida 34769.

FILED
00 JAN 12 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation, which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders. The name and address of the Directors are as follows:

| | |
|--------------------------|----------|
| HARLAN RAYMOND COOLEY | DIRECTOR |
| 820 Massachusetts Avenue | |
| St. Cloud, Florida 34769 | |

| | |
|--------------------------|----------|
| SUSAN FARRELL BLAKE | DIRECTOR |
| 1402 Wyoming Avenue | |
| St. Cloud, Florida 34769 | |

| | |
|----------------------------|----------|
| MARCUS ALEN TILGHMAN | DIRECTOR |
| 99 10 th Street | |
| St. Cloud, Florida 34769 | |

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

HARLAN RAYMOND COOLEY
820 Massachusetts Avenue
St. Cloud, Florida 34769

ARTICLE IX. BY LAWS

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

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The incorporator executed these Articles of Incorporation this 10th day of January 2000.




HARLAN RAYMOND COOLEY, Incorporator

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

In compliance with Chapter 607.0501, Florida Statutes, the following is
submitted:


That **KISSIMMEE ST. CLOUD INTERNET BROADCASTING, INC.**,
desiring to organize or qualify under the laws of the State of Florida, with its principal
place of business at City of St. Cloud, State of Florida, has named HARLAN
RAYMOND COOLEY, 820 Massachusetts Avenue, St. Cloud, State of Florida as its
agent to accept service of process within Florida.

The street address of the registered office and the street address of the
business of the registered agent are identical.



HARLAN RAYMOND COOLEY, Incorporator
Dated: January 10, 2000

Having been named to accept service of process for the above stated
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.



HARLAN RAYMOND COOLEY,
Registered Agent
Dated: January 10, 2000

00 JAN 12 AM 8:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA