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RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.

RICHARDS BUILDING
1253 PARK STREET
CLEARWATER, FLORIDA 33756

RALPH RICHARDS (1893-1980)
JOHN D. FITE
JOHN E. SLAUGHTER, JR
EMIL G. PRATESI
R. CARLTON WARD
CYNTHIA I. RICE
THEO J. KARAPHILLIS

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OF COUNSEL
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PORT RICHEY OFFICE

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8410 U.S. HIGHWAY 19 - SUITE 104
PORT RICHEY, FLORIDA 34668
TEL: (727) 841-7833
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January 25, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-01/27/00--01084--008
*****78.75 *****78.75

RE: Articles of Incorporation
Russell Media, Inc.

Ladies/Gentlemen:

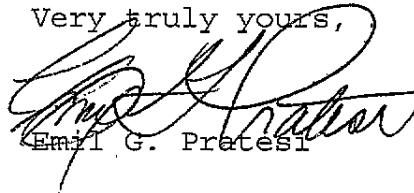
We enclose for filing in your office the original Articles of Incorporation and designation of Registered Agent for the above noted corporation.

We also enclose a check in the amount of \$78.75 to cover the following:

File Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy of Articles	8.75
	<u>\$ 78.75</u>

We appreciate your forwarding the certified copy of the Articles to the undersigned at the firm and address shown above.

Very truly yours,


Emil G. Pratesi

EGP/ljw
Enclosures

FILED
00 JAN 27 AM 7:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN FEB - 2 2000

ARTICLES OF INCORPORATION
OF
RUSSELL MEDIA, INC.

FILED
00 JAN 27 AM 7:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

NAME

The name of this corporation shall be RUSSELL MEDIA, INC.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of \$1.00 par value.

V.

PREEMPTIVE 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 price at which it is offered to others.

VI.

MAILING ADDRESS

The mailing address of the corporation is 560 Seventh Street South, Safety Harbor, Florida 34695.

VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 560 Seventh Street South, Safety Harbor,

Florida 34695, and the name of the initial registered agent of this corporation at that address is Jean Russell.

VIII.

INCORPORATORS

The name and address of the person signing these Articles is:

Jean Russell
560 Seventh Street South
Safety Harbor, FL 34695

XI.

INDEMNIFICATION

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

X.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed this Articles of Incorporation this 19th day of January, 2000.

Jean Russell
Jean Russell

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That RUSSELL MEDIA, INC., desiring to organize
under the laws of the State of Florida with its principal
office, as indicated in the articles of incorporation at City
of Safety Harbor, County of Pinellas, State of Florida, has
named Jean Russell, located at 560 Seventh Street South,
Safety Harbor, County of Pinellas, State of Florida, as its
agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.

By: Jean Russell
Jean Russell

(REGISTERED AGENT)

FILED
00 JAN 27 AM 7:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA