

JACKSON L. MORRIS

FILED

Attorney at Law

Admitted in Florida, Georgia and The District of Columbia

January 28, 2000

By Express U.S. Mail or Overnight Courier

00 JAN 31 PM 12:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Department of State - Florida
409 East Gaines Street
Tallahassee, FL 32399

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-01/31/00-01123-014
*****75.00 *****75.00

Re: Chronicle Communications, Inc.
a new Florida for profit corporation
Articles of Incorporation

Dear Sir or Madam:

Enclosed please find two executed originals of the Articles of Incorporation for the above-referenced new, for profit corporation and a cashier's or official check for the filing fee and registered agent's fee in the aggregate amount of \$75. Please file the Articles and return one original showing the Division's filing stamp to the undersigned for the company records.

If you should have any questions, please do not hesitate to call me.

Very truly yours,

Jackson L. Morris
Jackson L. Morris

Enclosures

**ARTICLES OF INCORPORATION OF
CHRONICLE COMMUNICATIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607, Fla. Stat., the Florida Business Corporation Act, hereby states the following:

ARTICLE I - NAME AND ADDRESS

Section 1. The name of the Corporation shall be Chronicle Communications, Inc.

Section 2. The principal office and the initial mailing address of the Corporation shall be 3910 Riga Boulevard, Tampa, Florida 33619-1344.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock, as follows:

- (a) One hundred million (100,000,000) shares of common stock, all of one class, having a par value of \$.001 per share; and
- (b) One hundred sixty-nine thousand nine hundred four (169,904) shares of Series A Zero Coupon Preferred Stock the Corporation, each share having a par value of \$.10 and a redemption value of \$.175233661 per share, being convertible into one share of the Corporation's common stock at the election of the holder and not being entitled to payment of a dividend; provided, that, the conditions to demand for redemption and election of conversion being subject to negotiation and agreement between the Corporation and the purchaser of the such preferred stock.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than three (3).

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the stockholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the stockholders may be altered, amended or repealed by the other group; provided, however, that any Bylaw adopted by the stockholders may provide that it shall be altered, amended, or repealed only by the stockholders.

ARTICLE VII - REGISTERED OFFICE AND AGENT

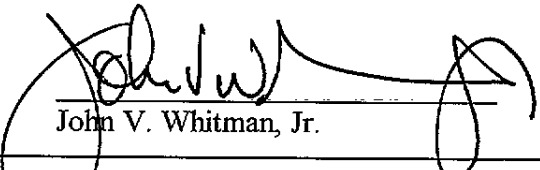
Section 1. The street address of the initial registered office of the Corporation shall be 3910 Riga Boulevard, Tampa, Florida 33619-1344.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be John V. Whitman, Jr.

ARTICLE VIII - INCORPORATOR

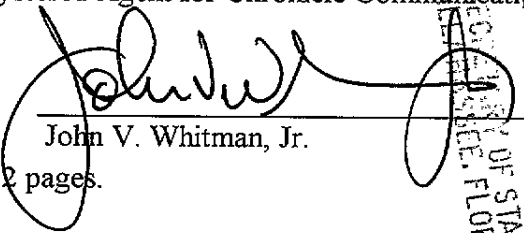
The name and address of the incorporator is John V. Whitman, Jr., 3910 Riga Boulevard, Tampa, Florida 33619-1344.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on January 28, 2000.


John V. Whitman, Jr.

ACCEPTANCE BY REGISTERED AGENT

I hereby accept to act as initial Registered Agent for Chronicle Communications, Inc., as stated in these Articles of Incorporation.


John V. Whitman, Jr.

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RECORDS & ADMINISTRATION
TAMPA, FLORIDA