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March 10, 2000

By Federal Express

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

500003167465--3
-03/13/00--01123--017
*****70.00 *****70.00

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-03/13/00--01123--018
*****8.75 *****8.75

Re: Formation of Corporation - MultiVision Media, Inc.

Dear Sir or Madam:

Enclosed are the following documents related to the formation of the referenced corporation:

1. An original and one copy of the articles of incorporation;
2. An original and one copy of the certificate designating registered agent and registered office and acceptance by registered agent; and
3. A check for \$70.00 representing the filing fee and a check for \$8.75 for the cost of a certificate of status.

We would appreciate your filing the original documents and returning a date stamped copy to us in the enclosed envelope together with a certificate of status.

Please call if you have any questions. Thank you

Very truly yours,


Walter S. Millsaps

WSM/bb
Enclosures
21564

FILED
00 MAR 13 PM 3:04
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MULTIVISION MEDIA, INC.

ARTICLE I-NAME

The name of this Corporation is MultiVision Media, Inc.

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 1491 East Blue Heron Lane, Jacksonville Beach, Florida 32250.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.

ARTICLE IV-PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business:

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares, all of which shall be of the par value of One Cent (\$.01) per share.

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00 APR 13 PM 3:04
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 1330, 200 West Forsyth Street, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Walter S. Millsaps.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be two (2), and the name and address of the persons who are to serve as the initial directors is as follows:

1. Doug A. Goodrich, 137 Pablo Point Drive, Jacksonville, Florida 32225; and
2. Tamara L. Ness, 1491 East Blue Heron Lane, Jacksonville Beach, Florida 32250.

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator is Walter S. Millsaps, Esq., 200 West Forsyth Street, Suite 1330, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of March, 2000



Walter S. Millsaps

Acknowledgement

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this
10 day of March, 2000, by Walter S. Millsaps. He is
personally known to me and did not take an oath.



Elizabeth W. Benton
MY COMMISSION # CC683304 EXPIRES
November 19, 2001
BONDED THRU TROY FAJN INSURANCE, INC

Elizabeth W. Benton

Notary Public, State of Florida

Name: Elizabeth W. Benton

My Commission Expires: ..

My Commission Number is:

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

First, that MultiVision Media, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville Beach, State of Florida, has named Walter S. Millsaps, Esq., located at Suite 1330, 200 West Forsyth Street, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.



Walter S. Millsaps, Incorporator

Date

3/10/00

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Walter S. Millsaps, Esq. hereby agrees to act in this capacity, and Walter S. Millsaps, Esq. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.



Walter S. Millsaps

Date

3/10/00