

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Time News Networks
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Signature _____

Requested by: LS 3/28/00 9:15
Name Date Time

Walk-In _____ Will Pick Up _____

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<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
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<input type="checkbox"/>	Corp Record Search	
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FILED
00 MAR 28 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAR 28 AM 10:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

00 MAR 28 PM 2: 55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TIME NEWS NETWORKS, INC.

The undersigned hereby makes, subscribes, acknowledges, and files these Articles for the purpose of becoming a corporation under the Laws of the State of Florida.

1. The name of this corporation shall be:

TIME NEWS NETWORKS, INC.

2. The principal office of the corporation shall be located at:

108 Springwater Drive
Jupiter, Florida 33458

and the mailing address of the corporation shall be:

108 Springwater Drive
Jupiter, Florida 33458

3. The corporation shall begin its existence upon the filing of these Articles of Incorporation by the Secretary of the State of Florida and shall have perpetual existence thereafter.

4. The corporation shall be authorized to engage in any business or activity permitted under the laws of the State of Florida and of the United States.

5. The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class of common stock and shall have a par value of \$1.00.

6. Pursuant to Section 48.091, Florida Statutes, the following named person is designated as Registered Agent for this corporation to accept service of process within the State of Florida:

Robert Frick
108 Springwater Drive
Jupiter, Florida 33458

7. The names and address of the incorporator of this corporation is:

Robert Frick
108 Springwater Drive
Jupiter, Florida 33458

Said incorporator is over the age of eighteen (19) years; is *sui juris*; and a citizen of the United States.

8. Two directors shall constitute the initial Board of Directors of the corporation, but the by-laws may provide for such increase or decrease in number thereof as authorized by law.

9. The names and addresses of the members of the first Board of Directors are:

Robert Frick
108 Springwater Drive
Jupiter, Florida 33458

Frank Bonanno
18290 S.E. Ridgeview Drive
Tequesta, Florida 33467

10. Before there can a valid sale or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the holds of common shares in the following manner:

A. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the corporation stating the price, terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to so sell or transfer such shares. Within thirty (30) days thereafter, the corporation shall have the

prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the expiration of the thirty (30) day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders of record a copy of the notice given by the shareholder to the Secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address as such address may appear on the books of the corporation. Within thirty (30) days after the mailing or delivering of the copies of the orders to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

B. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such share as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

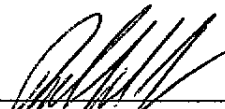
C. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase each proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such appointment.

D. If within said thirty (30) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in this notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

11. The shareholders of the corporation shall have full preemptive rights.

12. Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 27th day of March, 2000.



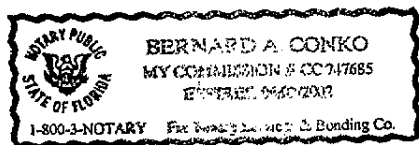
Incorporator


STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared ROBERT FRICK, who is to me well known and known to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above named County and State this 27th day of March, 2000.





Notary Public
Printed Name: Bernard A. Conko
My Commission Expires: 6-2-2002

ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

FILED
00 MAR 28 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree, as Registered Agent for TIME NEWS NETWORKS, INC., to accept Service of Process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.



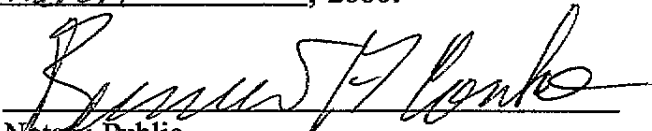
Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer duly authorized to take acknowledgments and administer oaths, this day personally appeared ROBERT FRICK, to me well known and known to me to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above named County and State this 27th day of March, 2000.



Notary Public
Printed Name: Bernard A. Conko
My Commission Expires: 6-2-2002

[NOTARIAL SEAL OR STAMP]

