

JOHNSON, BLAKELY, POPE, BOKOR, RUPPEL & BURNS, P.A.

E. D. ARMSTRONG III  
 BRUCE W. BARNES  
 JOHN T. BLAKELY  
 BRUCE H. BOKOR  
 GUY M. BURNS  
 JONATHAN S. COLEMAN  
 MICHAEL T. CRONIN  
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FRANK R. JAKES  
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ROGER A. LARSON  
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MICHAEL C. MARKHAM

STEPHANIE T. MARQUARDT  
A.R. "CHARLIE" NEAL  
F. WALLACE POPE, JR.  
ROBERT V. POTTER, JR.  
DONALD P. REED  
DARRYL R. RICHARDS  
PETER A. RIVELLINI  
DENNIS G. RUPPEL\*  
CHARLES A. SAMARKOS

\*OF COUNSEL

PLEASE REPLY TO TAMPA

FILE NO 41514.102429

Florida Dept. of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-05/17/00--01073--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed for filing are the original and one (1) copy of the Articles of Incorporation for Desktop Media, Inc., and our firm check in the amount of \$70.00 for the filing fee. The fees include \$35.00 for filing of the Articles of Incorporation and \$35.00 for the filing of the Registered Agent form.

Marilyn D. Alexander GAVE  
AUTHORIZATION BY PHONE TO

~~correct~~ Add address for the incorporator

DATE 9/22

DOC. EXAM STH

S. Thompson MAY 22 2000

CLEARWATER OFFICE  
911 CHESTNUT STREET  
POST OFFICE BOX 1368  
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TELEPHONE (941) 435-0035  
TELECOPIER (941) 435-9992

**ARTICLES OF INCORPORATION  
of  
DESKTOP MEDIA GROUP, INC.**

**FILED**  
00 MAY 17 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I**

**Name**

The name of the Corporation is Desktop Media Group, Inc.

**ARTICLE II**

**Principal Office**

The Corporation shall maintain its principal office at 12505 Starkey Road, Suite A, Largo, FL 33773, or at such other place as the Board of Directors may designate from time to time.

**ARTICLE III**

**Authorized Shares**

The total number of shares which the corporation shall have the authority to issue shall be twenty two million (22,000,000) shares, consisting of twenty million (20,000,000) shares of Common Stock and two million (2,000,000) shares of Preferred Stock, all having a par value of \$0.001 per share. The preferred stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of preferred stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different shares of preferred stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Authority is hereby expressly granted to the Board of Directors from time to time to provide for the issuance of preferred stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Florida Business Corporation Act. Without limited the generality of the foregoing, the resolutions providing for issuance of any series of preferred stock may provide that such series shall be superior or ranked equally or be junior to the Preferred Stock of any other series to the

extent permitted by law. Except as otherwise specifically provided in a resolution establishing a series of Preferred Stock, no vote of the holders of the preferred stock or common stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of these Articles of Incorporation.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any respect. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series of the Preferred Stock and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

Prior to the issuance of any shares of a series, but after adoption by the Board of Directors of the resolution establishing such series, the appropriate officers of the Corporation shall file such documents with the State of Florida as may be required by the Florida Business Corporation Act including, without limitation, an amendment to the Articles of Incorporation.

#### **ARTICLE IV**

##### **Registered Agent and Office**

The registered agent of the Corporation is CT Corporation System and its address is 1200 S. Pine Island Road, Plantation, FL 33324.

#### **ARTICLE V**

##### **Board of Directors**

Section 1. **Number, election and terms of Directors.** Except as otherwise fixed by or pursuant to the provisions of Article III hereof relating to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect additional directors under specified circumstances, the number of the Directors of the Company shall be fixed from time to time by or pursuant to the Bylaws of the Company. The Directors, other than those who may be elected by the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, shall be classified, with respect to the time for which they severally hold office, into three classes, as nearly equal in number as possible, as shall be provided in the manner specified in the Bylaws of the Company, one class to be originally classified for a term expiring at the annual meeting of shareholders to be held in 2001, another class to be originally classified for a term expiring at the annual meeting of shareholders to be held in 2002, and another class to be originally classified for a term expiring at the annual meeting of shareholders to be held in 2003, with each director to hold office until his or her successor shall have been duly elected and qualified. At each meeting of the shareholders of the Company, the successors of the class of

Directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of shareholders held in the third year following the year of their election.

**Section 2. Newly created directorships and vacancies.** Except as otherwise provided for or fixed by or pursuant to the provisions of Article III hereof relating to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect additional directors under specified circumstances, newly created directorships resulting from any increase in the number of Directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled only by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum of the Board of Directors. Any Director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of Directors in which the new directorship was created or the vacancy occurred and until such Director's successor shall have been duly elected and qualified. No decrease in the number of Directors constituting the Board of Directors shall shorten the term of any incumbent Director.

**Section 3. Removal.** Subject to the rights of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation to elect Directors under specified circumstances, any Director may be removed from office, with or without cause, only by the affirmative vote of the holders of 75% of the voting power of all shares of the Company entitled to vote generally in the election of Directors, voting together as a single class.

**Section 4. Amendment, repeal, or alteration.** Notwithstanding anything contained in these Amended and restated Articles of Incorporation to the contrary, the affirmative vote of the holders of at least 75% of the voting power of all shares of the Company entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend or repeal this Article V.

## ARTICLE VI

**Section 1. Calling of Special Shareholders Meetings.** Subject to the rights of the holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, special meetings of shareholders of the Company may be called only by the Chairman of the Board, by the Board of Directors pursuant to a resolution approved by a majority of the entire Board of Directors or by written requests signed, dated and delivered to the Secretary of the Company by the holders of record of at least 35% of all the votes entitled to be cast on the issues proposed to be considered at the meeting and describing the purposes for which it is to be held.

**Section 2. Amendment, repeal, or alteration.** Notwithstanding anything contained in these Articles of Incorporation to the contrary, the affirmative vote of the holders of at least 75% of the voting power of all shares of the Company entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend or repeal this Article VI.

## ARTICLE VII

**Section 1. Notice of Shareholder Business.** At an annual meeting of the shareholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be (i) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (ii) otherwise properly brought before the meeting by or at the direction of the Board of Directors, or (iii) otherwise properly brought before the meeting by a shareholder. For business to be properly brought before an annual meeting by a shareholder, the shareholder must have given timely notice thereof in writing to the Secretary of the Company. To be timely, a shareholder's notice must be delivered to or mailed and received at the principal executive offices of the Company, not less than 60 days prior to the meeting. A shareholder's notice to the Secretary shall set forth as to each matter the shareholder proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (b) the name and address, as they appear on the Company's books, of the shareholder proposing such business, (c) the class and number of shares of the Company which are beneficially owned by the shareholder, and (d) any material interest of the shareholder in such business. Notwithstanding anything in this Articles to the contrary, no business shall be conducted at an annual meeting except in accordance with the procedures set forth in this Article VII. The Chairman of an annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting and in accordance with the provisions of this Article VII and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

**Section 2. Amendment, repeal, or alteration.** Notwithstanding anything contained in these Amended and Restated Articles of Incorporation to the contrary, the affirmative vote of the holders of at least 75% of the voting power of all shares of the Company entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend or repeal this Article VII.

## ARTICLE VIII

**Section 1. Eligibility to Make Nominations.** Nominations of candidates for election as directors of the Company at any meeting of shareholders called for election of directors, in whole or in part (an "Election Meeting"), may be made by the Board of Directors ("Board") or by any shareholder entitled to vote at such Election Meeting.

**Section 2. Procedure for Nominations by the Board of Directors.** Nominations made by the Board shall be made as provided in the Bylaws.

**Section 3. Procedure for Nominations by Shareholders.** Not less than 60 days prior to the date of the Election Meeting any shareholder who intends to make a nomination at the Election Meeting shall deliver a notice to the Secretary of the Company setting forth (i) the name, age, business address and residence address of each nominee proposed in such notice, (ii) the principal occupation or employment of each such nominee, (iii) the number of shares of

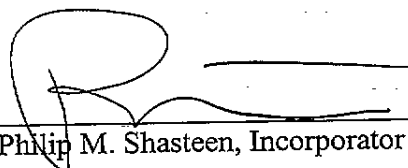
capital stock of the Company which are beneficially owned by each such nominee and (iv) such other information concerning each such nominee as would be required, under the rules of the U.S. Securities and Exchange Commission, in a proxy statement soliciting proxies for the election of such nominees. Such notice shall include a signed consent to serve as a director of the Company, if elected, of each such nominee.

Section 4. **Substitution of Nominees.** In the event that a person is validly designated as a nominee in accordance with Section 2 or Section 3 hereof and shall thereafter become unable or unwilling to stand for election to the Board, the Board or the shareholder who proposed such nominee, as the case maybe, may designate a substitute nominee.

Section 5. **Determination of Compliance with Procedures.** If the Chairman of the Election Meeting determines that a nomination was not made in accordance with the foregoing procedures, such nomination shall be void.

Section 6. **Amendment, repeal, or alteration.** Notwithstanding anything contained in these Amended and Restated Articles of Incorporation to the contrary, the affirmative vote of the holders of at least 75% of the voting power of all shares of the Company entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend or repeal this Article VIII, unless such alteration, amendment, or repeal is unanimously recommended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of May, 2000.

  
Philip M. Shasteen, Incorporator

#47630

Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.  
100 North Tampa Street, Suite 1800  
Tampa, FL 33602

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Florida Statutes Section 48.091, Desktop Media Group, Inc. desiring to organize under the laws of the State of Florida, hereby designates CT Corporation System, 1200 S. Pine Island Road, Plantation, FL 33324, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statutes Section 48.091(2) relative to maintaining an office for the service of process.

CT CORPORATION SYSTEM

By: *Barbara A. Burke*  
Authorized Signatory

**BARBARA A. BURKE  
SPECIAL ASSISTANT SECRETARY**

#47630

**FILED**  
00 MAY 17 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA