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July 11, 2000

Secretary of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Incorporation of Archon Omnimedia, Inc.

000003321250--7  
-07/12/00--01071--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation and Designation of Registered Agent for Archon Omnimedia, Inc. Also enclosed is our check number 5356 in the amount of \$78.75 to cover the following:

Filing fee for corporation	\$ 35.00
Designation of Registered Agent	35.00
Certified copy	<u>8.75</u>
TOTAL	\$ 78.75

If everything is in order, please file the Articles of Incorporation and Designation of Registered Agent and return the certified copy to this office at your earliest convenience. If any additional information or documentation is required, please do not hesitate to contact me.

Thank you for your assistance in this matter.

Sincerely,  
  
Elise K. Winters

FILED  
JUL 12 PM 12:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EKW/sjr  
Enclosures

cc: Alan D. Johnson  
Gregory M. Arbutine

ajc  
7/14

**ARTICLES OF INCORPORATION**  
**OF**  
**ARCHON OMNIMEDIA, INC.**

FILED  
JUL 12 PM 12:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**CORPORATE NAME AND PRINCIPAL ADDRESS**

The name of this corporation is Archon Omnimedia, Inc., and the initial principal address of the corporation is 2511 Swann Avenue, Suite 205, Tampa FL 33609.

**ARTICLE II**  
**NATURE OF BUSINESS AND POWERS**

The general nature of the business transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV**  
**TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V**  
**REGISTERED AGENT, INITIAL REGISTERED OFFICE**

The name of the registered agent of the corporation is Elise K. Winters. The address of the initial registered office is 600 Cleveland Street, Suite 940, Clearwater, Florida 33755.

The Board of Directors from time to time may move the registered office and/or the principal office to any other address in the State of Florida.

ARTICLE VI  
BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII  
INITIAL DIRECTORS

The name and address of the directors of this corporation are Alan D. Johnson and Gregory M. Arbutine. The address of the initial registered office is 2511 Swann Avenue, Suite 205, Tampa FL 33609.

The person named as initial director shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever is first.

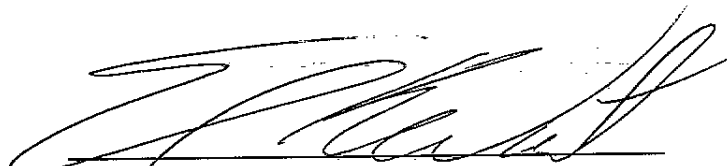
ARTICLE VIII  
INCORPORATOR

The name and street address of the person signing these Articles as the Incorporator is Elise K. Winters, 600 Cleveland Street, Suite 940, Clearwater, Florida, 33755.

ARTICLE IX  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned, as Incorporator, executed these Articles of Incorporation on July 11, 2000.

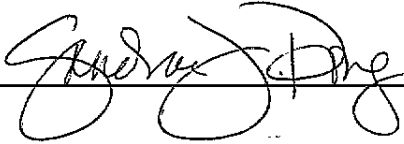
  
Elise K. Winters

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of July, 2000, by Elise K. Winters, who is personally known to me and who did take an oath.

NOTARY PUBLIC

 Sandra Jo Rooney  
My Commission CC855326  
Expires July 15, 2003

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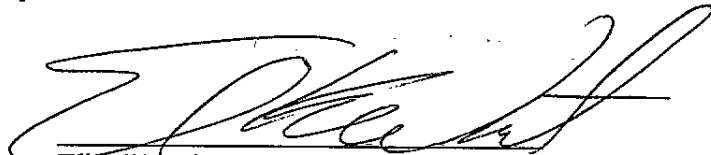
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First - That Archon Omnimedia, 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 Clearwater, County of Pinellas, State of Florida, has named Elise K. Winters located at 600 Cleveland Street, Suite 940, Clearwater, FL 33755, 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.

  
Elise K. Winters

**FILED**  
JUL 12 PM 12:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA