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W. A. HARMENING II  
3660 Maquire Boulevard  
Orlando, Florida 32803  
407-447-3535

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September 21, 2000

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

7000003403597--5  
-09/25/00--01147--004  
\*\*\*\*\*122.50 \*\*\*\*\*78.75


Re: Incorporation in the State of Florida

Dear Sir or Madam:

Enclosed are the Articles of Incorporation and Registered Agent affidavit for the to be formed corporation "TRAVELERS MEDIA, INC." A check for \$122.50 is enclosed for the incorporate fees.

Please contact me at the telephone number below should you have any questions or require more information in order to accomplish this incorporation.

Sincerely,

  
W. A. Harmening II  
407-447-3535

Enclosures

FILED  
00 SEP 25 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch SEP 20 2000

**ARTICLES OF INCORPORATION**  
**OF**  
**TRAVELERS MEDIA, INC.**

**FILED**  
**00 SEP 25 PM 3: 14**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME and ADDRESS**

The name of the corporation is TRAVELERS MEDIA, INC.. The address of the corporation is 3660 Maguire Boulevard, Orlando, Florida 32803.

**ARTICLE II**

**TERM OF EXISTENCE**

This corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

**ARTICLE III**

**NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE IV**

**CAPITAL STRUCTURE**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$ 0.10 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

**ARTICLE V**

**INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent of this corporation shall be W. A. Harmening II. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, 3660 Maguire Boulevard, Orlando, Florida 32803. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of Directors shall be decided by resolution of the shareholders.

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

The name and street address of the members of the initial Board of Directors for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death are:

<u>Name</u>	<u>Street Address</u>
Jeremy Thompson	3660 Maquire Boulevard Orlando, Florida 32803

## **ARTICLE VIII**

### **INCORPORATION**

The name and street address of the incorporator is:

W. A. Harmening II	3660 Maquire Boulevard Orlando, Florida 32803
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The principal place of business is in the City of Orlando, State of Florida located at 3660 Maquire Boulevard, Orlando, Florida 32803.

## **ARTICLE IX**

### **BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors or shareholders.

## **ARTICLE X**

### **INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI**

**PRE-EMPTIVE RIGHTS**

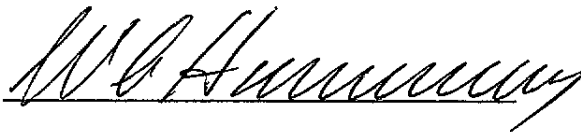
Every shareholder, upon sale of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price which is offered to others.

**ARTICLE XII**

**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each Director of the time and place of the meeting and the purpose thereof. Any amendment of these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 21 day of September, 2000.

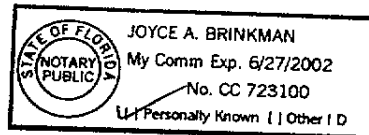


STATE OF FLORIDA  
COUNTY OF ORANGE

Before me personally appeared W. A. Harmening II, to me well known and known to me to be the individual described in and who executed the foregoing, and he swore to and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and State above this 21 day of September, 2000.

  
Notary Public  
My Commission Expires: \_\_\_\_\_



FILED

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

00 SEP 25 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

TRAVELERS MEDIA, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Orlando, State of Florida, has named W. A. Harmening II, 3660 Maquire Boulevard, Orlando, Florida 32803 as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to service of process for the above-state corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

W. A. Harmening II  
Registered Agent

9-21-00  
Date

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me personally appeared W. A. Harmening II, to me well known and known to me to be the individual described in and who executed the foregoing, and he swore to and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and State above this \_\_\_\_ day of September, 2000.

Joyce A. Brinkman  
Notary Public  
My Commission Expires: \_\_\_\_\_

