



SUPLEE & SHEA, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

T. Raymond Suplee, C.P.A.
Norman J. Shea, III, C.P.A.
Thomas R. Cramer, C.P.A.
Joseph E. Rocklein, III, C.P.A.

January 15, 2001

P01000009165

CERTIFIED, RETURN RECEIPT
NUMBER Z 318 085 953

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
01 JAN 24 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

600003572906--4
-01/24/01--01047--011
*****78.75 *****78.75

Enclosed please find Articles of Incorporation and check for the fee in the amount of \$78.75 for the filing of the following new Florida corporation:

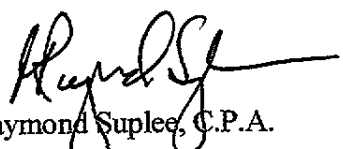
BETHANY MEDIA ENTERPRISES, INC.

Please return the filed corporate papers to:

T. Raymond Suplee, C.P.A.
Suplee & Shea, P.A.
800 S. Osprey Avenue
Sarasota, FL 34236

Thank you for your cooperation in this matter.

Sincerely,


T. Raymond Suplee, C.P.A.

TRS/kf

enc.

1-25-01

FILED
01 JAN 24 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BETHANY MEDIA ENTERPRISES, INC.**

The Undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: BETHANY MEDIA ENTERPRISES, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, having a One and 00/100 Dollar (\$1.00) par value.

ARTICLE IV. ADDRESS

The street address of BETHANY MEDIA ENTERPRISES, INC. is 5433 EXUMA PLACE, SARASOTA, FL 34233. The street address of the initial registered office of the corporation shall be 5433 EXUMA PLACE, SARASOTA, FL 34233 and the name of the initial registered agent of the corporation at that address is CAROL J. LIVSTONE.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the Regulations issued thereunder. Such action as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers, initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the By-Laws.

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

CAROL J. LIVSTONE
5433 EXUMA PLACE, SARASOTA, FL 34233

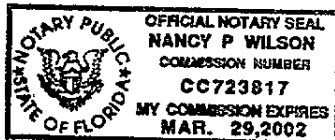
IN WITNESS WHEREOF, The undersigned has hereunto set his hand and seal on the 15th
day of January, 2001

Carol J. Livstone
CAROL J. LIVSTONE

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that the foregoing was acknowledged before me this
15th Day of January, 2001, by _____, who is
personally known to me or has produced _____ as
identification.

Nancy P. Wilson
NANCY P. WILSON



I am a Notary Public in and for the State of
Florida and my commission expires
March 29, 2002.

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

The following is submitted in compliance with chapter 48.091
Florida Statutes.

BETHANY ENTERPRISES, INC., a corporation organized under the laws of the State
of Florida, with its principal office at 5433 EXUMA PLACE, SARASOTA, FL 34233 has
named CAROL J. LIVSTONE, located at 5433 EXUMA PLACE, SARASOTA, FL 34233, as
its registered agent at said initial registered office, to accept service of process within this State.


CAROL J. LIVSTONE, Subscriber

Having been named to accept service of process for the above 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.


CAROL J. LIVSTONE, Registered Agent

FILED
01 JAN 24 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA