

LANDT, WIECHENS, LaPEER & AYRES

A Registered Limited Liability Partnership

ATTORNEYS AT LAW

FREDERICK E. LANDT, III
EUGENE A. WIECHENS, P.A.
RUSSELL W. LaPEER, P.A.*
BENJAMIN H. AYRES

OCALA OFFICE
445 N.E. 8TH AVENUE
OCALA, FLORIDA 34470
Telephone (352) 732-8622
Telecopier (352) 732-1162

BELLEVUE OFFICE
5709 S.E. ABSHIER BLVD.
BELLEVUE, FLORIDA
Telephone (352) 245-5184
Telecopier (352) 245-9808

PLEASE REPLY TO
OCALA OFFICE

February 9, 2001

* Board Certified: Civil Litigation and
Business Litigation
Also Admitted to District of Columbia
Certified Mediator: Florida & Federal Courts

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

500003673905--5
-02/12/01--01032--004
*****122.50 *****78.75

Re: Oxford Media, Inc.

Dear Sirs:

Relative the above corporation, enclosed please find original and one copy of Articles of Incorporation for filing with your office. Also enclosed please find my check made payable to your order in the amount of \$122.50 to cover the cost of filing fees and one certified copy of the Articles. Please return one certified copy to my above Ocala office.

Thanking you in advance for your prompt attention in this regard, I am

Very truly yours,

LANDT, WIECHENS, LaPEER & AYRES

Eugene A. Wiechens

Eugene A. Wiechens

EAW:sj

Enclosures:

C:\OLDSEV\SYS\WP60\ECORP\Oxford Media, Inc.01-3041

FILED
01 FEB 12 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2.14.01

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

FILED
01 FEB 12 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of the Corporation shall be **OXFORD MEDIA, INC.** with its principal place of business at 138 Bushnell Plaza, Suite 300, Bushnell, Florida 33513.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock having a par value of ONE DOLLAR (\$1.00).

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every stockholder, upon sale for cash of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - REGISTERED AGENT

The initial Registered Agent for the Corporation is **TODD L. BROWN**, and the street address of the Registered Agent is 138 Bushnell Plaza, Suite 300, Bushnell, Florida 33513.

I, **TODD L. BROWN**, the named Registered Agent for **OXFORD MEDIA, INC.**, being familiar with, accepts the obligations of this position by signing these Articles of Incorporation.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is **TODD L. BROWN**, whose address is 138 Bushnell Plaza, Suite 300, Bushnell, Florida 33513.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is **TODD L. BROWN**, whose address is 138 Bushnell Plaza, Suite 300, Bushnell, Florida 33513.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.


TODD L. BROWN
Incorporator/Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally came and appeared **TODD L. BROWN**, the Incorporator and Registered Agent for **OXFORD MEDIA, INC.**, to me personally known.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal this the 9th day of February, 2001.

Notary Public: Sandra Jerald
State of Florida at Large

My Commission Expires:

FILED
01 FEB 12 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA