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Watson & Osborne, P.A.  
Attorneys at Law

KEITH WATSON  
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GERARD SCHLOTH

REPLY TO:  
2500 MONUMENT ROAD, SUITE 201

February 26, 2001

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

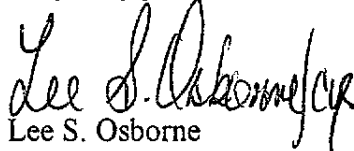
Re: Boyd Communications, Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Boyd Communications, Inc. Also enclosed is our check in the amount of \$78.75, payable to the Florida Department of State, to cover your fees for filing, registration and certification.

If you have any questions, please feel free to contact me. Your assistance is greatly appreciated.

Very truly yours,

  
Lee S. Osborne

LSO/cys

Enclosures

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FILED  
01 MAR 15 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

↓  
T. Burch MAD 16 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 6, 2001

LEE S. OSBORNE  
2500 MONUMENT ROAD STE 201  
JACKSONVILLE, FL 32225

SUBJECT: BOYD COMMUNICATIONS, INC.  
Ref. Number: W01000005010

We have received your document for BOYD COMMUNICATIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch  
Document Specialist

Letter Number: 901A00013490

**ARTICLES OF INCORPORATION**

**FOR**

**BOYDCOM, INC.**

**FILED**

**01 MAR 15 AM 8:14**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name, Location and  
Mailing Address of Principal Office**

The name of the corporation is BoydCom, Inc. The principal office and mailing address of this corporation is 9951 Atlantic Blvd., Suite 434, Jacksonville, Florida 32225.

**ARTICLE II**

**Purpose**

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**Capital Stock**

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien. The corporation is authorized to issue one thousand (1000) shares of capital stock, of which one thousand (1,000) shares shall be issued to David B. Boyd and Michelle A. Boyd, as Tenants by the entirety, each share having a par value of \$1.00.

**ARTICLE IV**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 9951 Atlantic Blvd., Suite 434, Jacksonville, Florida 32225, and the name of the initial registered agent of the corporation at that address is David B. Boyd.

**ARTICLE V**  
**Directors**

This corporation shall initially have two directors. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name, street address and title of the members(s) of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>	<u>Title</u>
David B. Boyd	2683 Cobblestone Forest Circle West Jacksonville, Florida 32225	President
Michelle A. Boyd	2683 Cobblestone Forest Circle West Jacksonville, Florida 32225	Vice President, Secretary Treasurer

**ARTICLE VI**  
**Incorporator**

The name and street address of the incorporator of this corporation are David B. Boyd, of 2683 Cobblestone Forest Circle West, Jacksonville, Florida 32225.

**ARTICLE VII**  
**By-Laws**

The initial By-Laws of this corporation shall be adopted by the director(s). By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

**ARTICLE VIII**  
**Restrictions on Transfer of Stock**

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minutes book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

**ARTICLE IX**  
**Director Compensation**

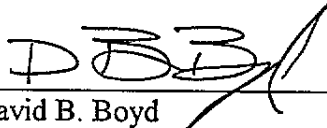
The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions

upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation in any form.


**ARTICLE X**  
**Indemnification**

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 12 day of MARCH, 2001.

  
\_\_\_\_\_  
David B. Boyd  
Incorporator

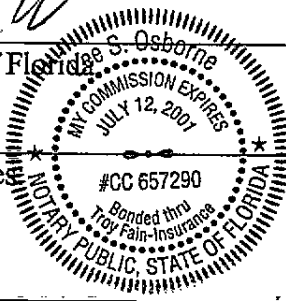
STATE OF FLORIDA  
COUNTY OF DUVAL

 The foregoing instrument was acknowledged before me this 12 day of MARCH, 2001 by David B. Boyd, as Incorporator.

\_\_\_\_\_  
Notary Public, State of Florida

Print Name: \_\_\_\_\_

My Commission Expires \_\_\_\_\_



Personally known                      or produced identification: \_\_\_\_\_

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

BoydCom, Inc., desiring to organize under the laws of the State of Florida as a corporation, has named David B. Boyd, who maintains an office at 9951 Atlantic Blvd., Suite 434, Jacksonville, Florida 32225, as its registered agent to accept service of process within this State, all in accordance with Section 607.034, Florida Statutes.

DATED this 12 day of MARCH, 2001.

By: \_\_\_\_\_

David B. Boyd  
Incorporator

FILED  
01 MAR 15 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE**

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 12 day of MARCH, 2001.

\_\_\_\_\_  
David B. Boyd