

PO1000030914

March 20, 2001

FILED

01 MAR 22 AM 9:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32314

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*****140.00 *****70.00

RE: The Filing of Citrus Media, Inc. & Traffic Team Network, Inc.

Dear Sir/Madam:

Enclosed herewith please find the above-referenced original fully executed corporations. Also enclosed is check number 1016 in the amount of \$140.00 to cover your filing fees for same. This is a request that you document these corporations and return same to me at your earliest convenience.

Thank you for your assistance in this matter. In the event you have any questions or I can be of assistance, please do not hesitate to contact me at the numbers listed below.

Very truly yours,

Louise C. Clark

Louise C. Clark
Post Office Box 1162
Lecanto, Florida 34460
352/527-4956 (home)
352/344-2664 (work, Law office of Clifford M. Travis)

CB327

ARTICLES OF INCORPORATION

OF

CITRUS MEDIA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is: CITRUS MEDIA, INC.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation shall undertake publishing activities, marketing and advertising activities and other activities as approved by the Board of Directors.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 10,000 shares of common stock at \$.01 per share, par value.

ARTICLE V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which is held, shall have the right to purchase pro rata shares at the price at which it is offered to others.

ARTICLE VI
Registered Agent and Address

R. V. WILLIAMS has been designated as the Registered Agent for this corporation, and address of this Corporation shall be

CITRUS MEDIA, INC.
3131 West Bermuda Dunes Drive
Lecanto, Florida 34461

but this Corporation may establish such other offices and branch offices within or without the State of Florida as may be necessary or as may be determined by the Board of Directors.

ARTICLE VII
Principal Office and Mailing Address

The principal office and mailing address of this Corporation are:

CITRUS MEDIA, INC.
3131 West Bermuda Dunes Drive
Lecanto, Florida 34461

Mailing Address: 3131 West Bermuda Dunes Drive, Lecanto, Florida 34461

ARTICLE VIII
Initial Board of Directors

This Corporation shall have three directors initially and may be managed by a Board of Directors of no less than one, who need not be stockholders of the Corporation. The names and street addresses of the members of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are:

PAUL S. WEEDON
773 - 9th Street NE, Apt. G
Crystal River, Florida 34428

President & Treasurer

ROBERT V. WILLIAMS, JR.
1405 Lankwood Square
Ft. Myers, Florida 33919

Vice President

R. V. WILLIAMS
3131 West Bermuda Dunes Drive
Lecanto, Florida 34461

Secretary & Chairman

ARTICLE IX
Certificate of Incorporation

The name and street address of the subscriber to the Certificate of Incorporation is as follows:

PAUL S. WEEDON
773 - 9th Street NE, Apt. G
Crystal River, Florida

ARTICLE X
Service of Process

ROBERT V. WILLIAMS, located at 3131 West Bermuda Dunes Drive, Lecanto, Florida 34461, has been named as the Corporation's Agent to accept service of process within the State of Florida. Said Agent has accepted the request to act in this capacity, pursuant to Florida Statutes Sections 48.091 and 607.0501

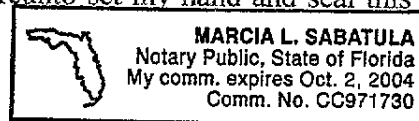
IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal
this 19th day of February, 2001.


PAUL S. WEEDON

STATE OF FLORIDA
COUNTY OF CITRUS

ON THIS DAY, personally appeared before me, an officer duly authorized to administer oaths, PAUL S. WEEDON, known to me to be the individual described in and who executed the foregoing, or produced _____ and _____ known, respectively, as identification, and they acknowledged before me that they executed the same for the uses and purposes therein set forth, who did/did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of March, 2001.
FEB.



NOTARY PUBLIC

Printed name:

My commission expires:

SIMULTANEOUS ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT OF
CITRUS MEDIA, INC.

The undersigned, R. V. WILLIAMS, pursuant to F.S. 607.034(3) hereby accepts the appointment as Registered Agent of CITRUS MEDIA, INC., and states that he is familiar with and accepts the obligations provided for in F.S. 607.325 and will comply with the provisions of all statutes relating to the proper and complete performance of my duties.

R.V. Williams
R. V. WILLIAMS

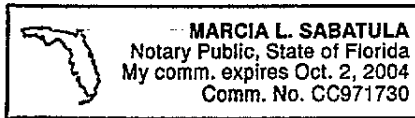
2/19/01
DATE

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**STATE OF FLORIDA
COUNTY OF CITRUS**

The foregoing instrument was acknowledged before me this 19 day of February, 2001, by R. V. WILLIAMS, and stated that he read the above and foregoing Acceptance of Appointment as Registered Agent, knows its contents and understands the contents and produced known as identification and who did/did not take an oath.



NOTARY PUBLIC

Printed name:

My commission expires: