

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 4/26/01

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APR 26 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles

1.) Signal Hill Media Group, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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J. BRYAN APR 26 2001

ARTICLES OF INCORPORATION
FOR
SIGNAL HILL MEDIA GROUP, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR 26 PM 3:46

APPROVED
AND
FILED

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is..

SIGNAL HILL MEDIA GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 7761 LaMirada Drive, Boca Raton, FL 33433.

ARTICLE III - DIRECTORS

The names and addresses of the initial director(s) are

D - Christopher Pearce ..
23104 Island View Drive
Boca Raton, FL 33433

D - Michael H. Salit
7761 LaMirada Drive
Boca Raton, FL 33433

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one cent (\$0.01) per share.

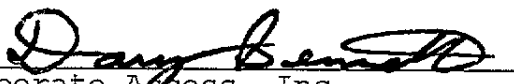
ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for this corporation is Corporate Access, Inc., 236 East 6th Avenue, Tallahassee, FL 32303.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator for this corporation is Corporate Access, Inc., 236 East 6th Avenue, Tallahassee, Florida 32303.

The undersigned incorporator has executed these Articles of Incorporation this 26th day of April, 2001.


Corporate Access, Inc.
President - Danny Bennett

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is

SIGNAL HILL MEDIA GROUP, INC.

The name and address of the registered agent is

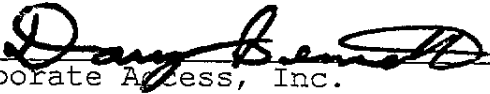
Corporate Access, Inc.
236 East 6th Avenue
Tallahassee, Florida 32303

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR 26 PM 3:46

APPROVED
AND
FILED

Having been named registered agent for the stated corporation, I hereby accept the appointment as registered agent and am familiar with and accept the obligations of my position.


Corporate Access, Inc.
President - Danny Bennett
Date - 04/26/2001