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LAW OFFICES
THOMAS L. NEWMAN
CHARTERED

THOMAS L. NEWMAN
JOHN D. MENDEZ

201 SOUTHEAST 24TH AVENUE
POMPANO BEACH, FLORIDA 33062

TELEPHONE (954) 942-1800
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July 25, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

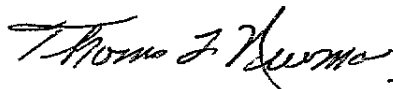
Re: Incorporation of Apache Media, Inc.

Ladies and Gentlemen:

Enclosed please find the original and one copy of the executed Articles of Incorporation of the above-referenced corporation and the Resident Agent Designation and Acceptance. Also enclosed is our check in the amount of \$78.75 representing the filing fee of \$35.00 for the Articles of Incorporation, filing fee of \$35.00 for the Designation and Acceptance of the Resident Agent and \$8.75 for a certified copy.

Please file the enclosed and return the certified copy at your earliest convenience. Thank you for your assistance with this matter. If you should require anything further, or have any questions, please do not hesitate to contact me at your convenience.

Very truly yours,


Thomas L. Newman

/pr
Enclosures

FILED
01 JUL 26 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-30-01
WC

ARTICLES OF INCORPORATION
OF
APACHE MEDIA, INC.

FILED
01 JUL 26 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: APACHE MEDIA, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 201 S.E. 24th Avenue, Pompano Beach, Florida 33062.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida or any other state, country, territory or nation, and specifically to broker, sell and purchase media time, media advertising, internet time, internet advertising, web site space and web site advertising.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 5000 shares common stock having \$1.00 par value.

ARTICLE V

PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VI

REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: Thomas L. Newman
201 S.E. 24th Avenue
Pompano Beach, Florida 33062

ARTICLE VII

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VIII

BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This Corporation shall have two (2) Directors initially.

ARTICLE IX

INITIAL DIRECTORS

The names and addresses of the initial Directors of this Corporation are:

Christopher T. Newman
201 S.E. 24th Avenue
Pompano Beach, FL 33062

Thomas L. Newman
201 S.E. 24th Avenue
Pompano Beach, FL 33062

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE X

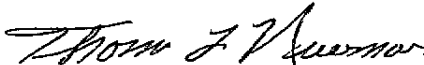
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Thomas L. Newman.

ARTICLE XI

INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.



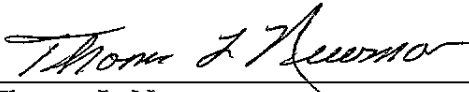
Thomas L. Newman, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

APACHE MEDIA, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 201 S.E. 24th Avenue, Pompano Beach, Florida 33062, has named Thomas L. Newman, whose address is 201 S.E. 24th Avenue, Pompano Beach, Florida 33062 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the obligations, duties and responsibilities as Registered Agent for said Corporation.



Thomas L. Newman

FILED
01 JUL 26 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA