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HARRIS & HELGESEN

ATTORNEYS AT LAW  
*A Partnership of Professional Associations*

GEORGE E. HARRIS, P.A.

ANDREW HELGESEN, P.A.

September 7, 2001

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

800004585878--6  
-09/12/01--01058--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Rio Vista Media Company

Ladies and Gentlemen:

Enclosed herewith for filing are the Articles of Incorporation of Rio Vista Media Company, together with a copy to be certified and returned to this office.

Also enclosed is our check in the amount of \$78.75 to cover the cost of the filing fees and certification fees for this corporation.

Thank you for your cooperation in this matter.

Sincerely,

*Maryann S. Peterson*

Maryann S. Peterson  
Secretary to Andrew Helgesen

Enclosure

E:\BusinessOrgs\Rio Vista Media\Sec of St 9-7-01 ltr.wpd

FILED  
01 SEP 12 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BULLOCK SEP 14 2001

**ARTICLES OF INCORPORATION  
OF  
RIO VISTA MEDIA COMPANY**

FILED  
01 SEP 12 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the Corporation ("Corporation") is **Rio Vista Media Company**.

**ARTICLE II**

The existence of the Corporation shall begin on the date of filing of these articles of incorporation.

**ARTICLE III**

The street address of the principal office of the Corporation is 18 Rio Vista Drive, Tequesta, FL 33469.

**ARTICLE IV**

The corporation is authorized to issue 100,000 shares of common stock. The shares shall be divided into two classes, Class A and Class B. There shall be 50,000 shares of Class A stock at \$0.01 per share par value; and 50,000 shares of Class B stock at \$0.01 per share par value. Class A stock shall be voting common stock. Class B stock shall be non-voting common stock. Holders of Class A common stock shall be entitled to one (1) vote for each share on all matters with respect to which shareholders have the right to vote. Except for voting rights, all common shares, Class A and Class B, shall be identical with each other in every respect.

**ARTICLE V**

The initial street address of the Corporation's registered office is 11380 Prosperity Farms Road, Suite 201, Palm Beach Gardens, FL 33410. The initial registered agent for the Corporation at that address is Andrew Helgesen.

**ARTICLE VI**

The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

<u>Name</u>	<u>Address</u>
Jonathan Davis	18 Rio Vista Drive Tequesta, FL 33469

ARTICLE VII

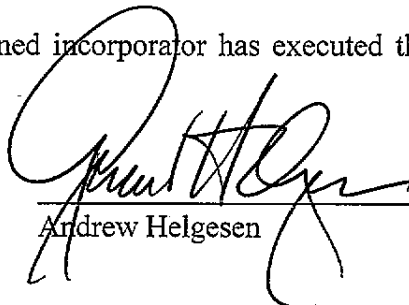
The name and street address of the person signing these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Andrew Helgesen	11380 Prosperity Farms Road, Suite 201 Palm Beach Gardens, FL 33410

ARTICLE VIII

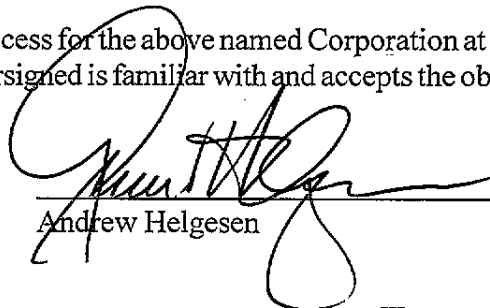
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 10 day of September, 2001.

  
\_\_\_\_\_  
Andrew Helgesen

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named Corporation at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. §607.0501(3).

  
\_\_\_\_\_  
Andrew Helgesen

Date: September 10, 2001