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JEFF D. JORDAN, P.A. CERTIFIED PUBLIC ACCOUNTANT 8751 W. BROWARD BLVD., SUITE 207 PLANTATION, FLORIDA 33324 City/State/Zip Phone #	S000047153254 12/10/0101025010 ******87.50 *****87.50
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ARTICLES OF INCORPORATION OF SAGA PENTAMEDIA, INC.

The undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together for the purpose of forming a corporation by and under the laws of the State of Florida providing for the formation, rights, liabilities, privileges and immunities of a corporation for profit.

ARTICLE I NAME

The name of this corporation shall be SAGA PENTAMEDIA, INC.

ARTICLE II NATURE OF BUSINESS

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The general nature of the business to be transacted by this corporation is any lawful act or activity for which corporations may be organized under the Florida General Corporations Act, or any successor statute.

ARTICLE III GENERAL POWERS

This corporation shall have and may exercise all powers now or hereafter conferred by the laws of the State of Florida.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at one time is ONE THOUSAND (1,000) shares of common stock, each having a par value of ONE DOLLAR and 00/100 (\$1.00).

ARTICLE V INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than ONE HUNDRED DOLLARS (\$100.00).

ARTICLE VI PRINCIPAL ADDRESS AND REGISTERED AGENT

The initial address of the principal office of this corporation shall be 205 Worth Avenue, Number 201, Palm Beach, Florida 33480. The registered office and agent of this corporation shall be Fred Watts, whose address is 205 Worth Avenue, Number 201, Palm Beach, Florida 33480. The Board of Directors may, from time to time, move the principal office, the registered office and may change the registered agent and notify the Secretary of State of the same without need of any amendment to these Articles of Incorporation.

ARTICLE VII INITIAL DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders of the corporation but the number of directors of this corporation shall in no event be less than one. The names and street addresses of the members of the first board of directors are:

NameAddressFred Watts205 Worth AvenueNumber 201Palm Beach, Florida 33480

ARTICLE VIII INCORPORATOR

The name and address of each incorporator to these Articles of Incorporation are:

<u>Name</u>

Address

Fred Watts

205 Worth Avenue Number 201 Palm Beach, Florida 33480

ARTICLE IX SPECIAL PROVISIONS

Special provisions for the regulation of the corporation are:

<u>Section a.</u> The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law.

<u>Section b.</u> Every shareholder, upon the sale of any new issue of stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Section c. Cumulative voting for directors shall be permitted.

<u>Section d.</u> The power to adopt, alter, amend and/or repeal by-laws shall be reserved to the shareholders.

ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred herein upon shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the ______ day of November, 2001 in Broward County, Florida.

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Fred Watts, Incorporator

Witness Signature DIANE HARDEN Witness Printed Name

Sally Drin

Witness Signature (TINP ----Witness Printed Name

STATE OF FLORIDA COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me personally appeared FRED WATTS, to me known to be the person(s) described in and who executed the foregoing certificate of incorporation, and both acknowledged before me that she executed the same freely and voluntarily for the purposes therein set forth.

WITNESS my hand and official seal in the county and state above written, this 28 day of November, 2001.

Public

My commission expires:





Having been named resident agent to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in that capacity for SGAG PENTAMEDIA, INC.

PH

Fred Watts 205 Worth Avenue Number 201 Palm Beach, Florida 33480