

James R. Kist, CPA, P.A.

PO20000007914

19651 Bruce B. Downs Blvd., Suite E6-2
Tampa, Florida 33647
Office: (813) 991-6605
FAX: (813) 991-6607

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

January 14, 2002

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-01/16/02--01029--009
*****78.75 *****78.75

Re: Articles of Incorporation - KIST COMMUNICATIONS, INC.

Dear Sir or Madam:

Enclosed for filing with the Florida Department of State
(Department) is:

1. One fully executed copy of the Articles of Incorporation
(the "Articles") of the above referenced company.
2. A duplicate original of the Articles; and
3. A check in the amount of \$78.75 to cover the Department
of State fee.

Please file the Articles and have a certified copy of the
Articles returned to me via regular mail.

If you have any questions regarding the foregoing, please
call me.

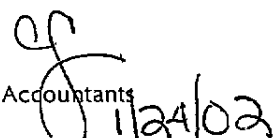
Sincerely,


James R. Kist, CPA

Encl.

cc: Client

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2002 JAN 16 AM 9:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION

OF

KIST COMMUNICATIONS, INC.

FILED

2002 JAN 16 AM 9:08

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is **KIST COMMUNICATIONS, INC.**

SECOND: The address of the principal office of the Corporation is 19651 Bruce B. Downs Blvd. Suite E6-2, Tampa, FL 33647.

THIRD: The mailing address of the Corporation is 19651 Bruce B. Downs Blvd. Suite E6-2, Tampa, FL 33647.

FOURTH: The number of shares that the Corporation is authorized to issue is 10,000, all of which are of a par value of \$1.00 each and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the Corporation in the State of Florida is 19651 Bruce B. Downs Blvd. Suite E6-2, Tampa, FL 33647.

The name of the initial registered agent of the Corporation at the said registered office is **Thomas M. Kist**. The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and address of the incorporator is:

NAME	ADDRESS
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James R. Kist	19651 Bruce B. Downs Blvd. Suite E6-2 Tampa, FL 33647.
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SEVENTH: The purpose for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall insure to the benefit of the heirs, executors, and administrators of such a person.


James R. Kist, Incorporator

January 14, 2002

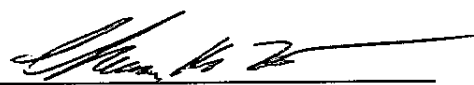
ACCEPTANCE BY REGISTERED AGENT

The name of the corporation is KIST COMMUNICATIONS, INC.

The street address of the initial registered office of the Corporation is 19651 Bruce B. Downs Blvd. Suite E6-2, and the name of its initial registered agent at such address is Thomas M. Kist.

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 1-14-02


Thomas M. Kist

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