

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)521-1030

FLORIDA PROFIT CORPORATION OR P.A.

BROWN MEDIA INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

AUG 14 '02 14:54 TO-18505211010

FROM-

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ARTICLES OF INCORPORATION
OF
BROWN MEDIA INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of BROWN MEDIA INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation (the "Corporation") is BROWN MEDIA INC.

ARTICLE II

The initial street address of this Corporation shall be 301 Yamato Road, Suite 4150, Boca Raton, FL 33431.

ARTICLE III

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE IV

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

ARTICLE V

The maximum number of shares of stock that this Corporation is authorized to issue is 1000 shares of common stock having a par value of \$0.01 per share. The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE VI

The street address of the Corporation's registered office shall be 301 Yamato Road, Suite 4150, Boca Raton, FL 33431 and the registered agent for the Corporation at that address shall be Rebecca L. Hamilton.

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ARTICLE VII

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

Rebecca L. Hamilton

301 Yamato Road
Suite 4150
Boca Raton, FL 33431

ARTICLE VIII

The initial Board of Directors of the Corporation shall consist of one (1) director whose name and address are as follows:

Jason Brown

301 Yamato Road
Suite 4150
Boca Raton, FL 33431

Directors shall be elected and hold office as provided in the bylaws.

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

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ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 14th day of August, 2002.

[Handwritten Signature]
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 14th day of AUGUST 2002, by Rebecca L. Hamilton, Esq., as Incorporator of BROWN MEDIA INC., on behalf of the Corporation. She is X (personally known to me) or (has produced his drivers license) and did take an oath.

[Handwritten Signature]
Notary Public
State of Florida at Large
My Commission Expires:



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TALLAHASSEE, FLORIDA

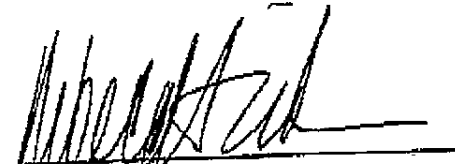
CERTIFICATE OF REGISTERED AGENT

OF

BROWN MEDIA INC.

Having been named to accept service of process for BROWN MEDIA INC. at the place designated in the foregoing Articles of Incorporation, Rebecca L. Hamilton agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: August 14, 2002



Rebecca L. Hamilton