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FLORIDA PROFIT CORPORATION OR P.A.

Cynthia de Leon, Corporate Paralegal **Broadcast Manager, Inc.**
Duane Morris LLP
200 South Biscayne Blvd, Ste. 3400
Miami, Florida 33131
(305)960-2251

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**ARTICLES OF INCORPORATION
OF
BROADCAST MANAGER, INC.**

The undersigned, being a natural person of the age of 18 years or more, acting as an incorporator of a corporation (hereinafter referred to as the "Corporation"), for the purpose of forming a corporation under the Florida Professional Service Corporation and the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1

The name of the Corporation is:

BROADCAST MANAGER, INC.

ARTICLE 2

The period of duration of the Corporation is perpetual.

ARTICLE 3

The lawful purpose for which the Corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE 4

The number of shares which the Corporation is authorized to issue is 1,000,000 shares all of which have the par value of \$.01 each and classified as Common Shares.

ARTICLE 5

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least Five Hundred (\$500.00), consisting of money, labor done, or property actually received.

ARTICLE 6

The street address of the principal office of the Corporation and its mailing address is 10230 West Sample Road, Coral Springs, Florida 33065. The name of the registered agent of the Corporation is William R. Ballard at c/o Paul Silva, 10230 West Sample Road, Coral Springs, Florida 33065.

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ARTICLE 7

The number of directors constituting the initial Board of Directors are two (2), and the names and addresses of the individuals who are to serve as directors until the first annual meeting of the shareholders or until their successor(s) are elected and qualified are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
William R. Ballard	c/o Paul Silva 10230 West Sample Road Coral Springs, FL 33065	Director
Paula Aberlee	3400 Lakeside Drive Ste. 500 Miramar, FL 33027	Director

ARTICLE 8

Shareholders of the Corporation shall have no preemptive right to acquire additional, unissued, or treasury share of the Corporation.

ARTICLE 9

Cumulative voting of shares of stock is not authorized in the election of directors.

ARTICLE 10

The personal liability of all of the directors of the Corporation is hereby eliminated to the fullest extent allowed as provided by Section 607.0831 of the Florida Business Corporation Act, as the same may be supplemented and amended.

ARTICLE 11

The Corporation agrees to indemnify the directors to the fullest extent permitted by Section 607.0890 of the Florida Business Corporation Act for any monetary liability incurred, any suit or proceeding arising out of service as a director of the Corporation while acting in good faith to further what were reasonably believed to be the best interests of the Corporation. However, indemnification will not be available when directors are found liable for intentional misconduct or illegal acts.

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ARTICLE 12

Any action required or permitted by the Florida Business Corporation Act to be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action of a meeting at which all shares entitled to vote on the action were present and voted. Prompt notice of the taking of the corporation action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholders meeting if the action had been taken at a meeting and who have not consented in writing.

ARTICLE 13

The name and address of the incorporator is William R. Ballard, c/o Paul Silva 10230 West Sample Road, Coral Springs, Florida 33065

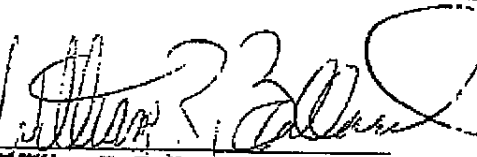
DATED this 15th day of August, 2002.


William R. Ballard, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process of Broadcast Manager, Inc., at the place designated in the Articles of Incorporation, William Ballard is familiar with and accepts the duties and responsibilities as Registered Agent in compliance with the provisions of Section 607.0501(3), Fla. Stat. (1992), relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

DATED this 15th day of August, 2002.


William R. Ballard