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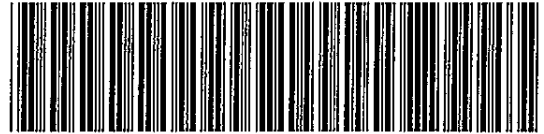
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# **DAVID J. LUKINOVICH**

*(A Professional Law Corporation)*

**James G. Dalferes**  
*Board Certified Tax Attorney  
Board Certified Estate Planning  
And Administration Specialist*

**David J. Lukinovich**  
*LL.M. in Taxation  
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Board Certified Estate Planning  
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**Jean K. Niederberger**  
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**John P. Cerise**  
*Counselor at Law  
LL.M. in Taxation*

**Carl J. Servat III**  
*Counselor at Law  
LL.M. in Taxation*

September 10, 2003

## **VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**PROCESS 1st**

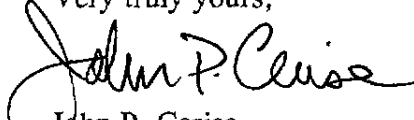
**Re: Formation of MG Media, Inc.**

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of MG Media, Inc. Please file the Articles of Incorporation in the records of your office and return a certified copy to me in the enclosed, postage prepaid, self-addressed envelope. I am enclosing my firm's check in the amount of \$78.75 payable to the Florida Department of State to cover the filing fees and cost of the certified copy.

If you have any questions regarding this filing, please do not hesitate to call me.

Very truly yours,

  
John P. Cerise

JPC/ksp  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
MG MEDIA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act (Fla. Stat. § 607.0101 *et seq.*), signs and acknowledges these Articles of Incorporation, stating as follows:

**1. Name**

The name of this corporation is:

**MG Media, Inc.**

**2. Principal Office**

The address of the initial principal office is as follows:

MG Media, Inc.  
4629 Rue Bordeaux Ave.  
Lutz, Florida 33558

**3. Registered Agent**

The initial Registered Agent of the Corporation and the initial registered office of the Corporation are as follows:

Michael H. Gardner, Registered Agent  
MG Media, Inc.  
4629 Rue Bordeaux Ave.  
Lutz, Florida 33558

**4. Purpose**

This Corporation is formed for the purpose of engaging in any lawful activity for which corporations may be formed under the Florida Business Corporation Act.

**5. Duration**

This Corporation shall enjoy perpetual existence.

#### **6. Authorized Shares**

The Corporation has authority to issue 100,000 shares of common stock with no par value. The board of directors shall establish the terms and conditions for the issuance of stock and the time for payment of all stock issued.

#### **7. Incorporator**

The full name and post office address of the sole incorporator of this Corporation are as follows:

Michael H. Gardner  
4629 Rue Bordeaux  
Lutz, Florida 33558

#### **8. Board of Directors**

(A) The business and affairs of this Corporation shall be managed and the corporate powers thereof shall be vested in and exercised by a board of directors of not less than one natural person. The initial board of directors shall consist of one director. The name and address of the initial director of the Corporation are as follows:

Michael H. Gardner  
4629 Rue Bordeaux  
Lutz, Florida 33558

(B) A director absent from a meeting of the board of directors or a committee thereof may be represented by another director or by a shareholder, who may cast the absent director's vote according to the written instructions, general or special, of the absent director.

#### **9. Preemptive Rights**

The shareholders shall have preemptive rights in accordance with Florida Statutes § 607.0630.


**10. Unclaimed Dividends and Shares**

Cash, property and share dividends, shares issuable to shareholders in connection with a reclassification of stock, and the redemption price of redeemed shares that are not claimed by the shareholders entitled thereto within two years after becoming due, despite reasonable efforts by the Corporation to pay the dividend or redemption price or deliver the certificates for the shares to the shareholders within that time, shall, at the expiration of the period of two years, revert in full ownership to the Corporation and the Corporation's obligation to pay the dividend or redemption price or issue the shares, as the case may be, shall thereupon cease, provided that the board of directors may at any time and for any reason satisfactory to it (but need not) authorize (a) payment of the amount of any cash or property dividend or redemption price or (b) issuance of any shares, ownership of which has reverted to the Corporation pursuant to this Article, to the person who would have been entitled thereto had the reversion not occurred.

**IN WITNESS WHEREOF**, the Incorporator has signed and acknowledged these Articles of Incorporation on this 5<sup>th</sup> day of September, 2003.

  
\_\_\_\_\_  
Michael H. Gardner, Incorporator

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Michael H. Gardner, Registered Agent  
Date: September 5, 2003

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT**

**STATE OF FLORIDA**

**COUNTY OF** Hillsborough

**BEFORE ME**, the undersigned authority, a Notary Public duly commissioned and qualified in and for the aforementioned County and State, personally came and appeared:

**MICHAEL H. GARDNER,**

known to me to be the person described in and who executed these Articles of Incorporation, who, having been first duly sworn, declared that he executed these Articles of Incorporation voluntarily and for the purposes set forth therein.

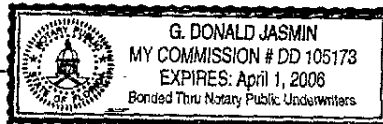
Michael H. Gardner  
Michael H. Gardner

**SWORN TO AND SUBSCRIBED** before me,

Notary Public, this 5<sup>th</sup> day of September, 2003.

G. Donald Jasmin

Notary Public  
County of Hillsborough  
State of Florida



My Commission expires: 4/1/06