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**William R. Blackard, Jr.**  
Attorney and Counsellor at Law  
2468 Atlantic Boulevard  
Jacksonville, Florida 32207

Board Certified in Taxation  
Corporation and Business Law  
Board Certified in Estate Planning and Probate  
Aviation Law  
Supreme Ct. Certified Mediator

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September 22, 2003

Corporate Records Bureau  
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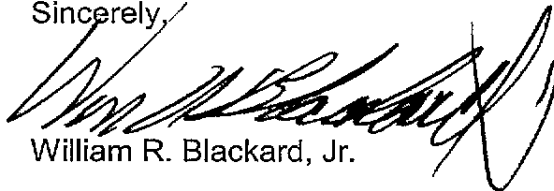
Re: Phelps and Hayward Media, Inc.

Gentlemen:

Please find enclosed for filing the Articles of Incorporation for PHELPS and HAYWARD MEDIA, INC., a proposed Florida corporation. A copy of the Articles is also enclosed, and you are requested to return it to this office as a certified copy after filing. Our check in the amount of \$122.50 is enclosed to cover the usual fees.

Thank you for your assistance, and if any further action is necessary, please let me know.

Sincerely,



William R. Blackard, Jr.

WRB:bjm  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**Phelps and Hayward Media, Inc.**

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I, the undersigned, desiring to form a corporation under the laws of the State of Florida declare and certify as follows:

**ARTICLE I**

The name of this corporation is

Phelps and Hayward Media, Inc.

**ARTICLE II**

The duration of this corporation shall be perpetual unless sooner terminated. The corporation shall be deemed to commence on the date of execution and at the time of acknowledgment of these Articles.

**ARTICLE III**

This corporation is organized for the purposes of purchasing, taking, receiving or otherwise acquiring and owning, improving, using, operating, and holding for investment and income producing purposes, real or personal property, improved or unimproved, including interests therein; selling, conveying, mortgaging, pledging, leasing, exchanging, transferring, or otherwise disposing of the same; and transacting any and all lawful business

for which corporations may be incorporated under the Florida Business Corporation Act as in effect at the date of commencement hereof and as amended thereafter.

#### ARTICLE IV

(a) This corporation is authorized to issue 100,000 shares of capital stock of the par value of \$1.00 per share, all of which shall be of the same class and shall be designated common stock.

(b) The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) In the event of voluntary or involuntary liquidation, dissolution, or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution ratably of the remaining assets of the corporation.

(d) Each share of common stock shall have equal and full voting rights and powers, and the holders of record thereof shall be entitled to one vote for each share so held. For the purposes of meetings of shareholders, the number of shares required to constitute a quorum shall be a majority of the shares entitled to vote.

## ARTICLE V

The street address of this corporation's initial registered office is 2468 Atlantic Boulevard, Jacksonville, Florida 32207, and the name of this corporation's initial registered agent at the address is WILLIAM R. BLACKARD, JR.

## ARTICLE VI

The street address of this corporation's principal office is 3890 Eunice Road, Jacksonville Beach, Florida 32250.

## ARTICLE VII

This corporation shall have one directors initially. The number of directors may be increased or decreased from time to time in accordance with provisions set forth in the By-Laws but shall never be less than one nor more than five. The name of the initial director of this corporation is:

Elizabeth H. Phelps

## ARTICLE VIII

The names of the officers who are to serve until their successors are elected and qualified are:

|           |                     |
|-----------|---------------------|
| President | Elizabeth H. Phelps |
| Treasurer | Elizabeth H. Phelps |
| Secretary | Elizabeth H. Phelps |

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#### ARTICLE IX

The name and address of the incorporator is WILLIAM R. BLACKARD, JR., 2468 Atlantic Boulevard, Jacksonville, Florida 32207.

#### ARTICLE X

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

#### ARTICLE XI

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

#### ARTICLE XII

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their consent in writing.

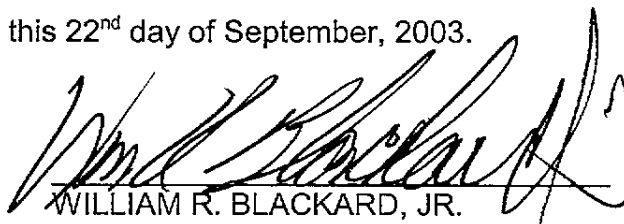
### ARTICLE XIII

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any or all of the stock of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not there after be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

### ARTICLE XIV

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment thereto and all rights conferred upon shareholders and the Board of Directors in these Articles or any amendment is subject to this reservation.

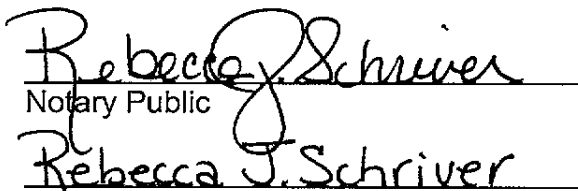
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22<sup>nd</sup> day of September, 2003.

  
WILLIAM R. BLACKARD, JR.

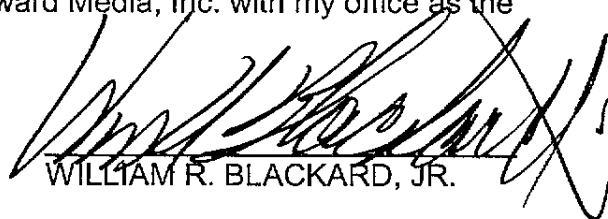
STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of September, 2003, by William R. Blackard, Jr., who is personally known to me and who did take an oath.



  
Notary Public  
Rebecca J. Schriver

I, WILLIAM R. BLACKARD, JR., hereby accept the appointment of Registered Agent for Phelps and Hayward Media, Inc. with my office as the corporation's registered office.

  
WILLIAM R. BLACKARD, JR.

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