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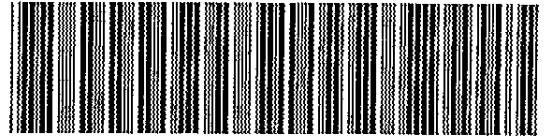
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ESTABLISHED 1925

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October 3, 2003

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

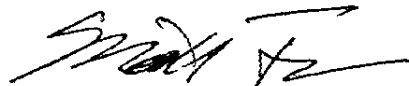
Re: Atlas Media, Inc.

Dear Sirs:

Please find attached for filing Articles of Incorporation for Atlas Media, Inc. and a check for \$78.75.

Very truly yours,

Allen Dell, P.A.



Matthew J. Foster

MJF/emp
Enclosure

Allen Dell, P.A.

ARTICLES OF INCORPORATION
OF
ATLAS MEDIA, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

The name of the corporation is Atlas Media, Inc.

ARTICLE II - Principal Office

The principal office and the mailing address of the Corporation is 208 12th Avenue, Indian Rocks Beach, Florida 33785, subject to change and relocation by the Board of Directors.

ARTICLE III - Duration of the Corporation

The duration of the Corporation is perpetual. The corporate existence is to commence at the date and time of the filing of the Articles of Incorporation by the Department of State.

ARTICLE IV - Capitalization

The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single common class, and shall have a par value of \$0.01 per share.

ARTICLE V - Registered Office and Agent

The street address of the initial registered office of the Corporation is 208 12th Avenue, Indian Rocks Beach, Florida 33785, and the name of the initial registered agent at such address is Mark A. Lusnia.

ARTICLE VI - Incorporator

The name and address of the incorporator is:

Name

Address

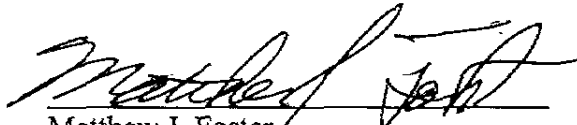
Matthew J. Foster, Esq.

202 South Rome Avenue, Suite 100
Tampa, FL 33606

ARTICLE VII - Bylaws

The power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group, except that any Bylaws adopted by the shareholders may provide that it can only be altered, amended or repealed by the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 2nd day of October, 2003.


Matthew J. Foster

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3rd day of October, 2003, by Matthew J. Foster, who is personally known to me.


Notary Public

TANYA L. MCGOWEN

Printed Name of Notary Public:

My commission expires:



DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTE §607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA:

1. The name of the Corporation is Atlas Media, Inc.
2. The name and address of the Registered Agent and Registered Office is

Mark A. Lusnia
208 12th Avenue
Indian Rocks Beach, FL 33785

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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.

Mark A. Lusnia
Mark A. Lusnia

Date: 10/2/03

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