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FLORIDA PROFIT CORPORATION OR P.A.

TAMPA BAY,
MEDIA ALLIANCE OF FLORIDA, INC.

Certificate of Status	0
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Department of State 4/2/2004 1:14 PAGE 1/1 Right FAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 2, 2004

FISHER & SAULS

TAMPA BAY

SUBJECT: MEDIA ALLIANCE OF FLORIDA, INC.

REF: W04000012978

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Cynthia Blalock
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**ARTICLES OF INCORPORATION
OF
MEDIA ALLIANCE OF TAMPA BAY, INC.**

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is MEDIA ALLIANCE OF TAMPA BAY, INC., and its principal office or mailing address is 100 Second Avenue South, Suite 400N, St. Petersburg, Florida 33701.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 100 Second Avenue South, Suite 701, St. Petersburg, Florida 33701 and the name of the initial registered agent is Robert Kapusta, Jr.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Peter Mattson	100 Second Avenue South, Suite 400N, St. Petersburg, Florida 33701

Prepared by:
Robert Kapusta, Jr.
FBN: 441538
Fisher & Sauls, P.A.
100 Second Avenue South
St. Petersburg, Florida 33701
(727) 822-2033

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ARTICLE 7: INCORPORATOR

The name and address of the incorporator signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
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Peter Mattson	100 Second Avenue South, Suite 400N, St. Petersburg, Florida 33701
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ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

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

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned (have/has) executed these Articles of Incorporation this 31st day of March, 2004.


Peter Mattson

"Incorporator"

04/05/2004 10:35 FAX 7278221633

FISHER&SAULS,P.A.

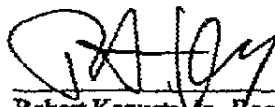
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 31st day of March, 2004



Robert Kapusta, Jr., Registered Agent

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