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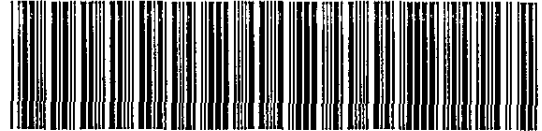
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EFFECTIVE DATE

04-20-05

04/21/05--01028--023 **70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 APR 21 PM 3:11

B. McKnight APR 25 2005

LAW OFFICES
RYAN & RYAN, LLC
THIRD FLOOR
700 EAST DANIA BEACH BOULEVARD
DANIA BEACH, FLORIDA 33004-3090

ARCHIE J. RYAN III
TIMOTHY M. RYAN
CHRISTOPHER J. RYAN*
MARK C. ELIA
**Board Certified City,
County and Local
Government Lawyer*

April 18, 2005

TELEPHONE (954) 920-2921
FACSIMILE (954) 921-1247

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Beach Source Media, Incorporated
Our File No. 19548E

Greetings:

Enclosed please find an original and one copy of the Articles of Incorporation of Beach Source Media, Incorporated which we request that you file in the official records of the Secretary of State. Enclosed also please find our trust account check number 5757 in the amount of \$70.00 in payment of the filing fee for this service.

We request that you return a time-stamped copy of the enclosed document to the undersigned at the above listed address.

Thank you for your assistance in this matter, and please feel free to contact me if you have any questions regarding same.

Very truly yours,


CHRISTOPHER J. RYAN

CJR/cbe
Enclosures

cc: Beach Source Media, Incorporated

ARTICLES OF INCORPORATION
OF
BEACH SOURCE MEDIA, INCORPORATED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 APR 21 PM 3:11

I, THE UNDERSIGNED, desiring to form a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, DO HEREBY CERTIFY AS FOLLOWS:

EFFECTIVE DATE

04-20-05

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be **BEACH SOURCE MEDIA, INCORPORATED.**

ARTICLE II

CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of business of this corporation shall be as follows:

1. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, all legal purposes including, but not limited to, publication and distribution of advertising materials, and to generally do any and all things necessary, pertinent and convenient to the powers herein and hereby conferred.

2. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain or any interest therein, either as tenant in common

or otherwise, and selling or otherwise disposing of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, upon corporations for profit.

ARTICLE IV

CAPITAL STOCK

The amount of the authorized capital stock of this corporation shall be SEVEN THOUSAND FIVE HUNDRED SHARES (7,500) shares of common stock, with a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT ADDRESS

The principal place of business of this corporation shall be at 2101 NE 33 Street, Lighthouse Point, Broward County, Florida 33064, and the street address of its initial registered agent office shall be at 2101 NE 33 Street, Lighthouse Point, Broward County, Florida 33064, with the privilege of having branch offices at other places within or outside the State of Florida, and within or outside the United States of America, and the name of the original registered agent is MARY ANNE GRAY whose address is 2101 NE 33 Street, Lighthouse Point, Broward County, Florida 33064.

ARTICLE VI

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than four
(4).

ARTICLE VIII

DIRECTORS

The name and post office address of the first Directors of this corporation who shall hold
office for the first year, or until her successors are elected and have qualified, shall be:

CHANDRA BEAVER
1708 Wynrush Circle
Knoxville, TN 37923

MARY ANNE GRAY
2101 NE 33 Street,
Lighthouse Point, Florida 33064

ARTICLE IX

INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is:

MARY ANNE GRAY
2101 NE 33 Street,
Lighthouse Point, Florida 33064

ARTICLE X

SPECIAL CHARTER PROVISIONS

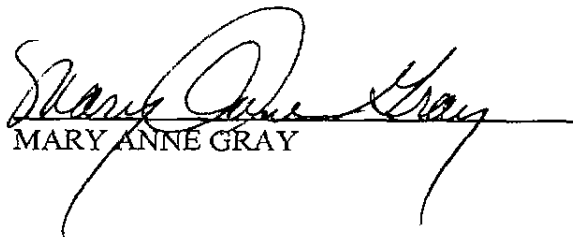
The Directors and Officers of this corporation need not be shareholders.

ARTICLE XI

DATE OF COMMENCEMENT

The date of commencement of corporate existence of this corporation shall be April 20,
2005.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 13th day of April,
2005.



MARY ANNE GRAY

STATE OF FLORIDA)
COUNTY OF BROWARD)

PERSONALLY APPEARED before me, the undersigned authority, MARY ANNE GRAY
to me well known to be the person described in and who executed and subscribed to the foregoing
Articles of Incorporation, and she acknowledged before me that she executed and subscribed to the
same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Dania
Beach, Broward County, Florida, this 13th day of April, 2005.




Notary Public

My Commission Expires: 3-7-09

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agency Upon Whom Process May be Served and Name and Address of the Officer and Director.

The following is submitted, in compliance with Chapter 48-091, Florida Statutes.

BEACH SOURCE MEDIA, INCORPORATED

a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 2101 NE 33 Street, Lighthouse Point, Broward County, Florida 33064, has named MARY ANNE GRAY located at 2101 NE 33 Street, Lighthouse Point, County of Broward, State of Florida, as its agent to accept service of process within this state.

OFFICER:

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
MARY ANNE GRAY	President	2101 NE 33 Street Lighthouse Point, FL 33064
CHANDRA BEAVER	Vice President/ Secretary/Treasurer	1708 Wynrush Circle Knoxville, TN 37923

BOARD OF DIRECTORS:

MARY ANNE GRAY

Director

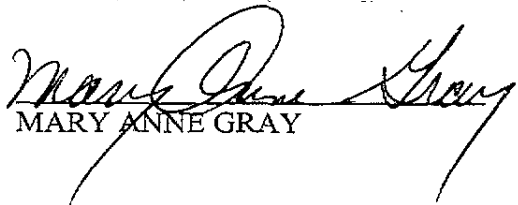
2101 NE 33 Street
Lighthouse Point, FL 33064

CHANDRA BEAVER

Director


1708 Wynrush Circle
Knoxville, TN 37923

Dated this day of 13th April, 2005.


MARY ANNE GRAY

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


MARY ANNE GRAY
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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