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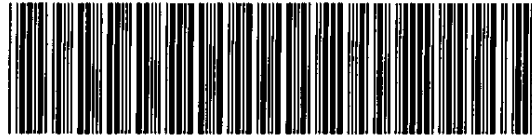
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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535 CENTRAL AVENUE

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June 19, 2006

FLORIDA DEPARTMENT OF STATE  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314-6327

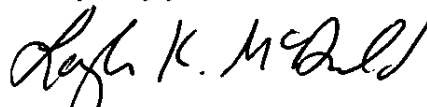
**RE: ARTICLES OF INCORPORATION -  
IMPERIAL BROADCASTING, INC.**

Gentlemen/Ladies:

Enclosed please find and original and one (1) copy of the Articles of Incorporation for IMPERIAL BROADCASTING, INC., along with our check made payable to the Florida Department of State in the total amount of \$155.00, representing your filing fee plus an additional \$30.00 for a certified copy of the Articles of Incorporation.

I thank you for your attention to the foregoing.

Very truly yours,



Layla K. McDonald, Esq.

LKM/rtr

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****IMPERIAL BROADCASTING, INC.**

The undersigned, by and under the provisions of statutes and the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation under Chapter 607 of the Florida Statutes, do hereby declare as follows:

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be **IMPERIAL BROADCASTING, INC.** (hereinafter referred to as the "Corporation").

**ARTICLE II - PURPOSES OF THE CORPORATION**

Section 1. The Corporation is formed for the purpose of engaging in any

lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges

conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III - TERMS OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE IV - PRINCIPAL OFFICE**

The initial principle office of the corporation shall be located at 535 Central Avenue, St. Petersburg, Pinellas County, Florida 33701. The corporation may change its principle office from time to time as permitted by law.

**ARTICLE V - MAILING ADDRESS OF CORPORATION**

The mailing address of the Corporation shall be 1432 Anna Maria, Florida 34216.

**ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT**

Section 1. The street address of the initial registered office of the Corporation

shall be at 535 Central Avenue, St. Petersburg, Florida, 33701.

Section 2. The name of the registered agent of the Corporation located at said

address shall be Layla K. McDonald.

**ARTICLE VII - CAPITAL STOCK**

The authorized capital stock of the Corporation shall be One Thousand (1000) shares of common stock have a \$1 par value.

**ARTICLE VIII - PREEMPTIVE RIGHTS GRANTED**

The Corporation elects to have preemptive rights with respect to any shares issued by the Corporation.

Section 1. The number of directors shall be as provided in the Bylaws of the Corporation, but shall not be less than One (1).

Section 2. Directors shall be elected and hold office as provided in the Bylaws.

**ARTICLE IX - INITIAL INCORPORATORS**

The names and mailing addresses of the initial incorporators of the above-designated corporation shall be as follows:

**Name Address**

Jacob Ryan Andrews 1432 Anna Maria, Florida 34216

Benjamin N. L. Bryant 1432 Anna Maria, Florida 34216

**ARTICLE X - BYLAWS**

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

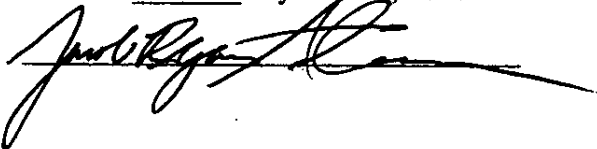
Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group, provided, however, that any Bylaws adopted by the shareholders may provide that the Bylaws be altered, amended or repealed only by the shareholders.

**ARTICLE XI - ELECTIONS REGARDING****CERTAIN PROVISIONS OF THE FLORIDA STATUTES**

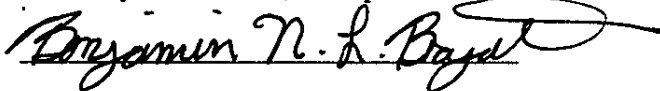
Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to the Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair market value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

**IN WITNESS WHEREOF**, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation, and hereunto set their hand and seal this 19th day of June, 2006



Jacob Ryan Andrews, Incorporator





Benjamin N. L. Bryant, Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

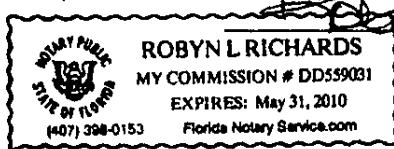
The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of June, 2006, by Jacob Ryan Andrews and Benjamin N. L. Bryant as incorporators of IMPERIAL BROADCASTING, INC. They are [ ] personally known to me or have

[x] produced the following type(s) of identification:

 (Benjamin Bryant)  
 (Jacob Andrews)

Notary Public, State of Florida

My Commission Expires:

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE****REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Chapter 607 of the Florida Statutes, the following corporation, organizing under the laws of the State of Florida, submits this statement for the purpose of designating the registered agent/registered office in the State of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: IMPERIAL BROADCASTING, INC.

2.

The name and address of the

Registered agent and office is: LAYLA K. MCDONALD

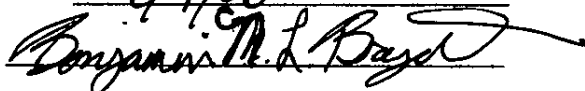
535 Central Avenue

St. Petersburg, Florida 33701

SIGNATURE:

Jacob Ryan Andrews, Incorporator

Date:



Benjamin N. L. Bryant, Incorporator

Date:

6/9/06**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent to accept and service of process for the above named Florida

corporation at the place designated in this certificate I hereby affirm that I am familiar with the requirements applicable to such officers, and accept the appointment as Registered Agent and agree to act in such capacity.

**REGISTERED AGENT**

SIGNATURE:



LAYLA K. MCDONALD

Date:

6/14/06