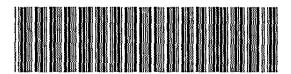
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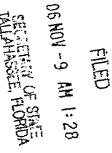
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Law Offices of R. PATRICK PHILLIPS

Post Office Box 1153 Orlando, Florida 32802-1153 Telephone: (407) 425-7676 Facsimile: (407) 425-7679 E-Mail: patphillips.1 cnetzero.nct

R PATRICK PHILLIPS Board Certified Aviation Law Attorney 200 N. Thornton Avenue Orlando, Florida 32801

November 6, 2006

Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, Florida 32314

Re: A&S MEDIA GROUP, INC.

Dear Sir/Madam:

Please find enclosed the following documents:

- 1. Articles of Incorporation for A&S MEDIA GROUP, INC.
- 2. Check in the amount of \$78.75:
 - (1) Filing fee \$35.00
 - (2) Certified copy \$8.75
 - (3) Registered Agent Designation \$35.00

For your convenience, I have enclosed a self-addressed, stamped envelope so you could forward, back to me, the certified copy of the Articles of Incorporation.

Thanking you in advance for your assistance in this matter.

Very truly yours,

Brenda Broadway, Assistant to R. Patrick Phillips, Esquire

bwb enc.

FILED

ARTICLES OF INCORPORATION OF A&S MEDIA GROUP, INC.

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CECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE I - NAME OF CORPORATION

The name of this corporation is A&S MEDIA GROUP, INC.

ARTICLE II - PURPOSES

This corporation is organized for the purpose of transacting any or all lawful business pursuant to the provisions of Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 10,000 shares of common stock, each having a par value of \$1.00. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 200 North Thornton Avenue, Orlando, Florida 32801. The mailing address of the corporation is the same.

ARTICLE V - DURATION

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 200 North Thornton Avenue, Orlando, Florida 32801 and the name of its initial registered agent at such address is R. PATRICK PHILLIPS.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director of this corporation is:

> PHILLIP O. HURST, III 200 North Thornton Avenue Orlando, Florida 32801

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these ARTICLES OF INCORPORATION is:

PHILLIP O. HURST, III 200 North Thornton Avenue Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION this 3/5 day of October, 2006.

PHILLIP O. HURST, III

STATE OF FLORIDA COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, on the 3; 5 day of October, 2006, appeared PHILLIP O. HURST, III who is personally known to me or who produced the following form of identification: FL DR, Lie. H623-674-66-425-0, and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that he executed same.

My Commission Excitors Brenda W. Broadway

My Commission France Commission # DD505342

Movember 16, 2006

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, 607.0501, and 607.0505, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That **A&S MEDIA GROUP, INC.**, desiring to organize under the laws of the State of Florida, with its registered office located at 200 North Thornton Avenue, Orlando, Florida 32801, has named **R. PATRICK PHILLPS** as its registered agent to accept service of process within this State.

SECOND: Having been named as registered agent and to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

B PATRICK PHILLIPS

