

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32314
904-222-9171
904-222-0193 FAX

800-342-8086

CSC networks

MAIL TO:
P.O. Box 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 533629 81112A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : February 1, 1995

ORDER TIME : 10:02 AM

ORDER NO. : 533629

CUSTOMER NO: 81112A

CUSTOMER: Stephen B. Rosenthal, Esq
STEPHEN B. ROSENTHAL, ESQ

8142 N. University Drive

Tamarac, FL 33321

RECEIVED
95 FEB - 1 AM 10:32
DIVISION OF CORPORATION

400001395074
-02/01/95--01030--017
***122.50 ***122.50

DOMESTIC FILING

P95000008344

NAME: TOM SNYDER, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

FILED
95 FEB - 1 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12
2-1-95
CS

FILED
95 FEB -1 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TOM SNYDER, INC.

ARTICLE I

The name of the corporation shall be TOM SNYDER, INC. and its mailing address shall be 2600 NE 35TH Drive, Unit W, Fort Lauderdale, Florida 33308.

ARTICLE II

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Secretary of State.

ARTICLE III

The Corporation may engage in any or all lawful business permitted by the laws of Florida and the United States of America.

ARTICLE IV

The Corporation shall have authority to issue 500 shares of common stock of \$1.00 par value which shall be designated "Common Shares".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of the Corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The street address of the initial registered agent of this corporation shall be 8142 North University Drive, Tamarac, Florida 33321, and the name of the initial registered agent shall be Stephen B. Rosenthal, Esq..

ARTICLE VII

The incorporator(s) of the corporation signing these Articles is (are) whose address(es) is (are) as follows:

NAME

ADDRESS

THOMAS R. SNYDER

2600 NE 35th Drive
Unit W
Fort Lauderdale, Florida 33308

ARTICLE VIII

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be increased or decreased from time to time by the Bylaws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME

ADDRESS

THOMAS R. SNYDER

2600 NE 35th Drive
Unit W
Fort Lauderdale, Florida 33308

ARTICLE IX

This corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any

Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has set forth his and seal this 31st day of January, 1995.

Thomas R. Snyder
Subscriber

STATE OF FLORIDA:
COUNTY OF BROWARD:

BEFORE ME, a notary public of the state of Florida, personally appeared THOMAS R. SNYDER, who is known to me to be the person whose name is subscribed to this instrument, and who acknowledged before me that he executed the same for the purposes therein expressed on

January 31, 1995.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of January, 1995.

Stephen Bari Rosenthal
NOTARY PUBLIC

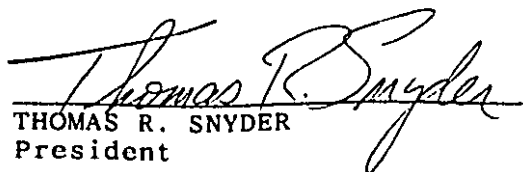


STEPHEN BARI ROSENTHAL
MY COMMISSION EXPIRES 3/30/96
COMMISSION NO. CC 188916
BONDED WITH WESTERN SURETY CO.

95 FEB -1 PM 12:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

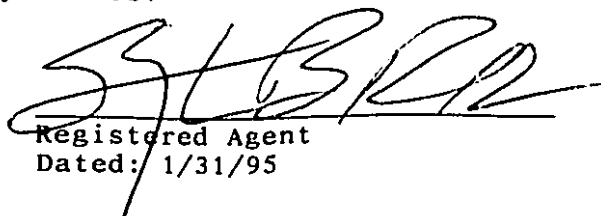
DESIGNATION OF AND ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
PURSUANT TO FLORIDA STATUTE 48.091

TOM SNYDER, INC., by and through its sole incorporator, THOMAS R. SNYDER, hereby designates STEPHEN B. ROSENTHAL, ESQ. as its initial registered agent to accept service of process within Florida, and designates his office, whose street address is 8142 North University Drive, Tamarac, Florida 33321, as the initial registered office of the corporation.


THOMAS R. SNYDER
President

Date: 1/31/95

I, STEPHEN B. ROSENTHAL, having been named to accept service of process for the above named corporation at the place designated in this certificate, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Registered Agent
Dated: 1/31/95