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	edia Management, Inc. Din St. N. Suite B970 Versburg, FL 33702	100001337731 -02/03/9501087004 ****122.50 *****122.50 FICE USE ONLY
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	tion Name)	(Document #)
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NEW FILINGS	AMENDMENTS	
Profit NonProfit	Amendment	
Limited Liability	Resignation of R.A., Officer/D Change of Registered Agent	irector
Domestication	Dissolution/Withdrawal	<i>z_7_25</i>
Other	Merger	
OTHER FILINGS Annual Report Fictitious Name Name Reservation	REGISTRATION/ QUALIFICATION Foreign Limited Partnership Reinstatement	
CR2E031(10/92)	Trademark Other	Examiner's Initials

STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

MILESTONE CLASSIVISION, INC.

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:

Milestone Classivision, Inc.

SECOND: The street address of the initial principal office and, if different, the mailing address of the Corporation is:

9500 Koger Boulevard Suite 226 St. Petersburg, Florida 33702

THIRD: The number of shares the Corporation is authorized to issue is:

Ten Thousand (10,000) shares

FOURTH: (a) If the shares are to be divided into classes, the designation of each class is:

- 2,000 shares Common stock, one dollar (\$1.00) par value per share)

(b) Statement of the preferences, limitations and relative rights in respect of the shares of each class:

Preferred stock shall have a liquidation preference equal to \$100 per share. No dividends or distributions shall be paid in respect of common stock until distributions of 100 per share have been made in respect of outstanding shares of preferred stock.

Thereafter, distributions and dividends will be allocated 87.5% to preferred stock and 12.5% to common stock, until total distributions and dividends in respect of outstanding shares of preferred stock equal \$175 per share.

Thereafter, preferred stock shall have no further participation in distributions or dividends or any other assets of the corporation. Preferred stock shall have no voting rights. FIFTH: Provisions granting preemptive rights are:

No preemptive right.

SIXTH: The street address of the initial registered of the of the corporation is 9500 Kroger Boulevard, Suite 226 7,509 Petersburg, Florida 33702, and the name of its initial registered agent at such address is Thomas H. Engel.

SEVENTH: THE number of directors constituting the initial board of directors of the Corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successors are elected and shall qualify is:

> Thomas H. Engel 1057 San Carlos Avenue, N.E. St. Petersburg, Florida 33702

EIGHTH: The name and address of each incorporator is:

Thomas H. Engel 1057 San Carlos Avenue, N.E. St. Petersburg, Florida 33702

The undersigned has executed these Articles of Incorporation this 23rd day of January, 1995.

ACCEPT/ ICE B' THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: THOMAS H. ENGEL IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED JANUARY 23, 1995.

Ams HEnn

THOMAS H. ENGEL

MRF\FORMS\INC.FL

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Milestone ClassiVision, Inc.

July 19, 1995

Florida Department of State Division of Corporations PO Box 6327 Tallahassee, FL 32314

RE: Milestone ClassiVision, Inc. P95000010252

To whom it may concern:

You are hereby notified that the corporate mailing address of the above referenced corporation is changed to:

2950000 10252

9600 Koger Blvd. Suite 201 St. Petersburg, FL 33702

The registered agent remains Thomas H. Engel.

Please call 813-577-1183 should you have questions.

Sincerely,

Michael W. Brake **Chief Financial Officer**

