

1201 MAIN STREET  
TALLAHASSEE, FL 32301  
800-322-0051  
TALLAHASSEE, FL 32301

800-344-8086

**CSC networks**  
PRIVATE MAIL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 596266 8379A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : May 9, 1995

200001482442

ORDER TIME : 9:03 AM

ORDER NO. : 596266

CUSTOMER NO: 8379A

CUSTOMER: Mark Cooper, Esq  
O'NEILL CHAPIN MARKS LIEBMAN  
POPPER & COOPER  
Suite 865  
200 East Robinson Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: BECK MEDIA INTERNATIONAL,  
INC.

XXXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN MAY 10 1995

RECEIVED  
95 MAY 10 AM 10:54  
DIVISION OF CORPORATION

FILED  
95 MAY 10 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BECK MEDIA INTERNATIONAL, INC.

FILED  
95 MAY 10 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BECK MEDIA INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 1696 Bridgewater Drive, Heathrow, Florida 32746, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 60 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Christopher R. Beck  
Dir.

1696 Bridgewater Drive  
Heathrow, Florida 32746

Margo A. Beck  
Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Christopher R. Beck  
Pres.

1696 Bridgewater Drive  
Heathrow, Florida 32746

Margo A. Beck  
Sec.

Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 10, 1995.

CORPORATION SERVICE COMPANY

By: \_\_\_\_\_

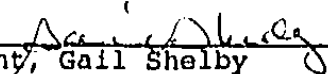
*Gail Shelby*  
Its Agent, Gail Shelby

FILED  
95 MAY 10 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By:   
Its Agent, Gail Shelby

MIN/dgs

**P95000036965**  
**O'NEILL, CHAPIN, MARKS, LIEBMAN, COOPER & CARR**

**ATTORNEYS AND COUNSELORS AT LAW**

**A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS**

BERNARD C. O'NEILL, JR., P.A.  
BRUCE E. CHAPIN, P.A.  
ROBERT O. MARKS, P.A.  
JOHN B. LIEBMAN, P.A.  
MARK O. COOPER, P.A.  
GEORGE E. CARR  
LISA M. CVETIC  
MODNEY C. LUNDY

200 E. ST. ROBINSON STREET  
SUITE 200  
ORLANDO, FLORIDA 32801  
TELEPHONE (407) 425-2701  
TELECOPIER (407) 425-1188

May 18, 1995

100001456771  
-05/23/95--01080--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Beck Media International, Inc.

Dear Sir or Madam:

Enclosed please find an original and copy of a Statement of Change of Registered Office and Registered Agent. Please file and record the original instrument and return a stamped copy to me in the enclosed self-addressed, stamped envelope. I have enclosed a check in the sum of \$35.00 for your fee in this regard.

Please feel free to give me a call if you have any questions.

Very truly yours,

*Mark O. Cooper*  
MARK O. COOPER

MOC:elm

cc: Beck Media International, Inc.

Encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 22 AM 8:50

5/31  
RM Change

TLT

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Beck Media International, Inc.

1b. Date of incorporation May 10, 1995 Document number P95000036965

2. The name and address of the current registered agent and office:

CSC Networks

1201 Hays Street, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

Mark O. Cooper

200 E. Robinson St., Suite 865, Orlando, FL 32801

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

  
SIGNATURE  
5/16/95  
DATE

Christopher R. Beck, President  
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

(Registered Agent)

DATE 5.17.95

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

O'NEILL, CHAPIN, MARKS, LIEBMAN, COOPER & CARR

ATTORNEYS AND COUNSELORS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

BERNARD C. O'NEILL, JR., P.A.  
PHILIP C. CHAPIN, P.A.  
ROBERT O. MARKS, P.A.  
JOHN B. LIEBMAN, P.A.  
MARK O. COOPER, P.A.  
GEORGE E. CARR, P.A.  
LISA M. HARRIS  
RODNEY C. LUNDY

800 EAST ROBINSON STREET  
SUITE 800  
ORLANDO, FLORIDA 32801  
TELEPHONE (407) 485-2751  
TELECOMEX (407) 423-1188

*P95000036945*

June 14, 1996

Division of Corporations  
Amendment Section  
P. O. Box 6327  
Tallahassee, FL 32314

500001876905  
-06/26/96--01124--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Beck Media International, Inc.  
Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclose herewith are the Articles of Amendment of Beck Media International, Inc. changing the name of that corporation to Polaris Media & Marketing, Inc.. We also enclose the statement of all of the shareholders of the corporation consenting to this amendment of the articles of incorporation together with our check in the sum of \$87.50 for the fee for this filing and the cost of a certified copy.

Please file the Articles of Amendment and provide us with a certified copy of the filing.

Thank you for your assistance.

Very truly yours,

*Mark O. Cooper*  
MARK O. COOPER

MOC:elm

Encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN 26 PM 1:21

*nc*  
JUN 2 1996



ARTICLES OF AMENDMENT OF  
BECK MEDIA INTERNATIONAL, INC.

Article I of the Articles of Incorporation of Beck Media International, Inc., is hereby amended to read:

ARTICLE I

Name: The name of this corporation is Polaris Media & Marketing, Inc..

The foregoing amendment was adopted by the shareholders of this corporation of the 14th day of June, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on this 19 day of June, 1996

WITNESSES:

Valeri Fonte

Valeri Fonte

Christopher R. Beck, President  
Robert Christopher Beck, President

Margaret Ann Beck, Secretary  
Margaret Ann Beck, Secretary

STATE OF FLORIDA )  
COUNTY OF Seminole )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Christopher R. Beck, personally known to me or has presented CA. Dr. LC # A1789500 as identification, as President of Beck Media International, Inc., who after first being duly sworn, deposes and says that he has executed the foregoing Articles of Amendment of Beck Media International, Inc., for the conditions and purposes therein expressed, under full authority of said Corporation.

WITNESS my hand and seal in the County and State last aforesaid on this 19 day of June, 1996.

Roberta H. Daniel  
Notary Public

Roberta H. DANIEL  
Printed or typed name of Notary

My Commission Expires: 10-13-96



ROBERTA H. DANIEL  
My Commission 00413486  
Expires Oct. 13, 1996  
Bonded by AND  
300-052-5878

96 JUN 26 PM 4:21  
RECEIVED  
FIDELITY & SECURITY  
DIVISION

STATEMENT OF INTENT  
TO ADOPT AMENDMENT

The undersigned, being all the Director(s) and Shareholder(s) of Beck Media International, Inc., heroby evidence their unanimous vote (taken at a Special Meeting of the Board of Directors and Shareholders held on June 14, 1996), to amend the Articles of Incorporation of the Corporation by changing the name of the Corporation to: Polaris Media & Marketing, Inc.

Dated this 19 day of June, 1996.

Christopher R. Beck

Robert Christopher Beck

Margo A. Beck

Margo A. Beck

Margaret Ann Beck

STATE OF FLORIDA )  
COUNTY OF Seminole )

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County, personally appeared Christopher R. Beck, personally known to me or who has presented CA. Dr. Lc # A 1789500 as identification, who after first being duly sworn by me, deposes and says that he has read the above and foregoing and that all of the statements set forth therein are true and correct.

WITNESS my hand and seal in the State and County aforesaid this 19 day of June, 1996.

Robert H. Daniel

Notary Public

Robert H. DANIEL

Typed or printed name of Notary

My Commission Expires: 10-13-98



ROBERTA H DANIEL  
My Commission CC413464  
Expires Oct. 13, 1998  
Bonded by AND  
000-852-5878

STATE OF FLORIDA )  
COUNTY OF Seminole )

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County, personally appeared Margo A. Beck, personally known to me or who has presented FL. Dr. Lc # B200-561-

57-641-0

as identification, who after first being duly sworn by me, deposes and says that she has read the above and foregoing and that all of the statements set forth therein are true and correct.

WITNESS my hand and seal in the State and County aforesaid this 19 day of June, 1996.



ROBERTA H. DANIEL  
My Commission 00412466  
Expires Oct. 13, 1998  
Bonded by ANS  
RNO-052-0078

Roberta H. Daniel  
Notary Public

Roberta H. Daniel  
Typed or printed name of Notary

My Commission Expires: 10-13-98