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**SCHOENE, BYRD & PALMER**

*Counsellors at Law*

A Partnership of Professional Associations

807 South Orlando Avenue, Suite H

Post Office Box 2187

Winter Park, Florida 32790-2187

John S. Schoene  
James S. Byrd, Jr.  
Hugh M. Palmer

Telephone 407/645-2000  
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May 31, 1995

**VIA UPS NEXT DAY DELIVERY**

Division of Corporations  
Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32399

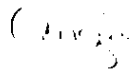
Re: MarketMedia, Inc.

Dear Sir/Madam:

Please file the enclosed original of the Articles of Incorporation for the above-referenced proposed corporation. Also, please acknowledge receipt on the duplicate Articles and return them to me, via regular mail. Our check in the amount of \$122.50 to cover the filing fees is enclosed.

Thank you for your attention to this matter and please call me if you have any questions.

Sincerely,



Angela P. Berkey

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Enclosures

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## ARTICLES OF INCORPORATION

OF

### MARKETMEDIA, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

#### ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be **MarkotMedia, Inc.** and the principal place of business shall be 56 E. Pine Street, Suite 100, Orlando, FL 32801.

#### ARTICLE II - TERM OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

#### ARTICLE III - GENERAL PURPOSE

The general purpose for which this Corporation is organized shall be:

(1) For any lawful purpose

(2) It is intended that this Corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida will be 807 S. Orlando Avenue, Suite H, Winter Park, Florida 32789.

The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is James S. Byrd, Jr. The Board of Directors may from time to time designate a new registered agent.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

- (1). The initial number of directors of this Corporation shall be one (1).
- (2). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one.
- (3). The name and street address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Patrick Kephart	56 E. Pine Street Orlando, FL 32801

**ARTICLE VII - INCORPORATOR**

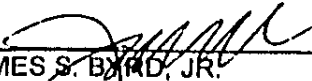
The name and street address of the incorporator of this Corporation is:

<u>Name</u>	<u>Street Address</u>
James S. Byrd, Jr.	807 S. Orlando Avenue, Suite H Winter Park, FL 32789

**ARTICLE VIII - AMENDMENT TO ARTICLES**

This Corporation reserves the right to amend or repeal any provisions 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 Incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, this 31<sup>st</sup> day of May, 1995.

 (SEAL)  
JAMES S. BYRD, JR.

Having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.325 of the Florida Statutes.

Signature:   
Date: 5/31/95

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared JAMES S. BYRD, JR., known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County and State last aforesaid this 31<sup>st</sup> day of May, 1995.

  
Notary Public, State of Florida  
My Commission Expires:

