

1201 HAYS STREET
TALLAHASSEE, FL 32301
407-201-9311

800-344-8086



P9500047504

ACCOUNT NO. : 072100000032

REFERENCE : 622069 132254A

AUTHORIZATION :

COST LIMIT : 9

100001520441
-06/22/95--01041--009
*****70.00 *****70.00

ORDER DATE : June 19, 1995

ORDER TIME : 9:01 AM

ORDER NO. : 622069

CUSTOMER NO: 132254A

CUSTOMER: Susan W. Carlson, Esq
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

FILED
95 JUN 19 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

EFFECTIVE DATE
JUN 13 1995

EFF. DATE*

NAME: CEA PAX, INC.

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
X PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN JUN 19 1995

1st
95 JUN 19 AM 10:19
DIVISION OF CORPORATION
RECEIVED

EFFECTIVE DATE

JUN 13 1995

**ARTICLES OF INCORPORATION
OF
CEA PAX, INC.**

FILED
95 JUN 19 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is CEA PAX, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 101 East Kennedy Boulevard, Suite 3300, Tampa, Florida 33602.

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of June 13, 1995.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are George A. Pollock, Jr., 101 East Kennedy Boulevard, Suite 3300, Tampa, Florida 33602.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are J. Patrick Michaels, Jr., 101 East Kennedy Boulevard, Suite 3300, Tampa, Florida 33602.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Susan W. Carlson, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX.

AMENDMENT

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.

ARTICLE X.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

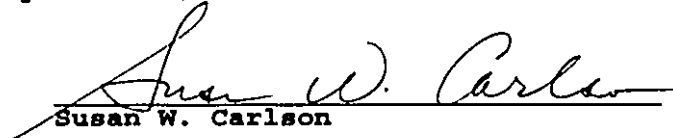
The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XII.

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 16th day of June, 1995.

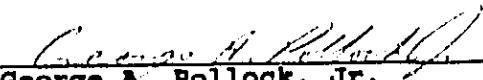

Susan W. Carlson

INCORPORATOR

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for CEA Pax, Inc. and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 13th day of June, 1995.


George A. Pollock, Jr.

FILED
95 JUN 19 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000047504

BRONSTEIN, CARLSON, GLEIM & SMITH, P. A.

Joel D. Bronstein
Susan W. Carlson
Holger D. Gleim
Jeffrey J. Kallan
Thomas B. Smith

Suite 1100
150 Second Avenue North
St. Petersburg, Florida 33701

(813) 898-6688
Fax (813) 898-8811

Refer to File No.

Writer's Direct Dial No.

001970/952040

(813) 898-6692

June 19, 1996

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

400001872024
-06/24/96--01001--005
*****35.00 *****35.00

RE: CEA PAX, Inc.
Articles of Amendment

Gentlemen:

On behalf of the above-referenced corporation, enclosed please find two executed copies of the Articles of Amendment, and our check in the amount of \$35.00 representing the filing fee.

Please acknowledge filing of this document by stamping the duplicate copy and returning it to me.

If you have any questions or require further information, please contact me by telephone.

Very truly yours,


Susan W. Carlson

SWC:ST/klm
Encs.
cc: CEA PAX, Inc.
114644

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 21 AM 9:04
722 JUN 26 1996

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
CEA PAX, INC.

FILED
SECRETARY OF STATE
DIVISION
96 JUN 21 AM 9:04

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the Corporation is CEA PAX, Inc.

2. Article I of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE I

"The name of this Corporation is: CEA MEDIA, Inc."

3. This Amendment has been adopted by unanimous Written Action of the Directors and sole Shareholder of the Corporation on June 14, 1996, which vote is sufficient to approve the adoption of the Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the Corporation this 14 day of June, 1996.

CEA PAX, Inc.,
a Florida corporation

By: 

Name: J. Patricia Trebbels Jr.
Title: President