

DARLENE Y. BELL-ALEXANDER, ESQ.

Attorney-at-Law

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June 27, 1995

RECEIVED
JUL 1 1995
TALLAHASSEE, FLORIDA

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

Re: THE PANZER MEDIA COMPANY

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,


Darlene Y. Bell-Alexander, Esq.

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Articles of Incorporation
of
The PANZER MEDIA COMPANY

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for formation of a Corporation for profit under the Laws of the state of Florida.

ARTICLE I - NAME

The name for the Corporation shall be:
The PANZER MEDIA COMPANY.

ARTICLE II - PURPOSE OF CORPORATION

The general purpose for which this Corporation is organized is to publish the Metropolitan Journal newspaper that is to be printed and distributed daily, weekly, or some other regular and usual interval and that contains news, articles of opinion (as editorials) features, advertising, or other material regarded as of current interest; and engage in any other legitimate activity or business permitted under the laws of the state of Florida and of the United States of America.

ARTICLE III - CAPITOL STOCK

The actual number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock, each share having the par value of five hundred dollars (\$500) each. Authorized capital stock may be paid for in cash, services, or property and at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Eleven Thousand Dollars (\$11,000).

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The registered mailing address and name of initial registered agent of this Corporation are as follows:

mailing address
17452 S.W. 104 Avenue
Miami, Florida

initial registered agent
Darlene Y. Bell-Alexander

The Board of Directors may, from time to time, designate such other addresses and places for the registered office and/or agent of this Corporation as it may see fit.

ARTICLE VII - DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall not be less than three (3) persons and subject to such minimum may be increased or decreased from time to time by amendment of the by-laws in a manner not prohibited by law. Until so changed, the original number of Directors shall be three (3) persons.

ARTICLE VIII - INITIAL DIRECTORS

The names and mailing addresses of the initial members of the Board of Directors are:

WILBUR B. BELL	17452 S.W. 104 Ave Miami, Florida 33157
DARRYL FRANKLIN REAVES	2775 N.W. 46 St. Miami, Florida 33142
DARLENE Y. BELL-ALEXANDER	17452 S.W. 104 Ave Miami, Florida 33157

ARTICLE IX - INCORPORATORS

The names and mailing addresses of the incorporators of this Corporation are as follows:

WILBUR B. BELL	17452 S.W. 104 Ave Miami, Florida 33157
DARRYL FRANKLIN REAVES	2775 N.W. 46 St. Miami, Florida 33142
DARLENE Y. BELL-ALEXANDER	17452 S.W. 104 Ave Miami, Florida 33157

ARTICLE X- AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seal this 20th day of JUNE, 1995.

WILBUR B. BELL

DARRYL FRANKLIN REAVES

DARLENE Y. BELL-ALEXANDER

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, personally appeared Wilbur B. Bell, Darryl Franklin Reaves, & Darlene Y. Bell-Alexander, well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, who acknowledge before me that they executed the same, that I relied upon the following forms of identification of the above-named persons: State of Florida Driver's Licenses.

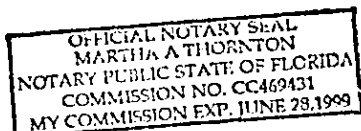
My Commission Expires June 28, 1999

Witness my hand and official seal in the County and State last aforesaid this 22 day of June, 1935

Notary Signature

WARTHA & THORNTON

Printed Notary Signature



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH s. 607.0501(3), FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT: The PANZER MEDIA COMPANY

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN
MIAMI, FLORIDA, AT 7610 N.W. 23rd AVENUE

(Please mail all official documents to 17452 S.W. 104 Avenue, Miami, Florida
33157)

HAS NAMED: DARLENE Y. BELL-ALEXANDER

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE
OF FLORIDA.

SIGNATURE: 
DARRYL FRANKLIN REAVES

TITLE: PRESIDENT

DATE: JUNE 28, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS
FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE. I HEREBY AGREE TO ACT IN THE
CAPACITY, AND I FURTHER AGREE TO COMPLETE PERFORMANCE OF
MY DUTIES.

SIGNATURE: 
DARLENE Y. BELL-ALEXANDER

DATE: June 29, 1995