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PRINTED MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 667350 137709A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia P. 1/8

ORDER DATE : August 23, 1995

ORDER TIME : 10:46 AM

ORDER NO. : 667350

CUSTOMER NO: 137709A

CUSTOMER: Gretchen Hollander, Legal Asst
GARDNER WILKES SHAHEEN &
CANDELORA
Suite 1250
501 E. Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: MOREYMEDIA, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

SAB
8/23/95

ARTICLES OF INCORPORATION

OF

MoreyMedia, Inc.

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:

MoreyMedia, Inc.

The address of the principal office of this corporation shall be 609 West Horatio Street, Tampa, Florida 33606, and the mailing address of the corporation 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 7,500 shares of common stock having \$1.00 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 three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Gregory D. Morey Dir.	609 West Horatio Street Tampa, Florida 33606
Ann V. Sahlman Dir.	Same
Tammy J. Morey Dir.	Same

ARTICLE VII. 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 August 23, 1995.

CORPORATION SERVICE COMPANY

By: _____
Its Agent, Gail Shelby

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

LEL/mjp

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GARDNER, WILKES, SHAHEEN & CANDELORA
ATTORNEYS AT LAW

RICHARD CANDELORA
MERRITT A. GARDNER
ANTHONY J. LEON
JOSEPH SHAHEEN, JR.
TEJAN TAMANG
KEVIN J. WILKES
RICHARD B. WILKES

ONE MACA CENTER
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SUITE 1260
POST OFFICE BOX 1810
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TELEPHONE (813) 221-8000
TELEFAX (813) 228-1597

September 1, 1995

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300001578638
-09/05/95--01066--007
*****35.00 *****35.00

Re: MoreyMedia, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of a Change of Registered Agent and Registered Office and a corresponding Acceptance of Service as Registered Agent for the above-captioned corporation. Also enclosed is this firm's check in the amount of \$35.00, made payable to the Secretary of State, to cover the applicable filing fee.

Please file the original Change of Registered Agent, place your file stamp on the copy, and return the stamped copy to our office in the enclosed, self-addressed, postage-paid envelope.

Thank you for your assistance in this matter.

SEP - 1 1995

Respectfully submitted,

Merritt A. Gardner

MAG:gdh
Enclosures

cc: MoreyMedia, Inc.
Corporation Information Services, Inc.

95 SEP - 5 AM 8:52
LWZ

MOREYMEDIA, INC.
CHANGE OF REGISTERED AGENT
AND REGISTERED OFFICE

Pursuant to Florida Statutes § 607.037, the above named corporation hereby requests that the following change in registered agent and registered office be made.

Name of current registered agent:	Corporation Information Services, Inc.
Address of current registered office:	1201 Hays Street Tallahassee, Florida 32301
Name of successor registered agent:	Gregory D. Morey
Address of new registered office:	609 West Horatio Street Tampa, Florida 33606

In connection with the above changes, the corporation states that:

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

(2) These changes were authorized by resolution duly adopted by the Board of Directors of MOREYMEDIA, INC.

DATED this ____ day of August, 1995.

MOREYMEDIA, INC.

By: _____
Gregory D. Morey
President

95 SEP - 5 09 05 52

GREGORY D. MOREY

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

GREGORY D. MOREY having been named as registered agent to accept service of process for the above named corporation at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

609 West Horatio Street
Tampa, Florida 33606

The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this ____ day of August, 1995.

GREGORY D. MOREY

55 SEP -5 AM 8:52