



January 25, 1996

Division of Corporation
Florida Department of State
PO BOX 6327
Tallahassee, Florida 32314

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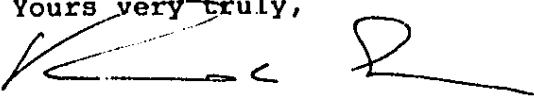
Re: Articles of Incorporation, Clearwater/St. Petersburg

Dear Sir:

Enclosed you will find the original and one copy of Articles of Incorporation to be filed. Please file this document and return the copy stamped filed to this office.

Also enclosed is a check in the amount of \$122.50, representing filing fees. If you should require anything further please do not hesitate to contact me.

Yours very truly,


RONALD C. SMITH, Attorney
and Counsel

RCS/km

Enc:

W96-2405
ht
2/13



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

January 31, 1996

RONALD C. SMITH
AMERICAN CLASSIFIEDS, INC.
P.O. BOX 1659
DESTIN, FL 32540-1659

SUBJECT: WANT ADS OF CLEARWATER/ST. PETERSBURG,
INCORPORATED
Ref. Number: W96000002405

We have received your document for WANT ADS OF CLEARWATER/ST. PETERSBURG, INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6324.

Sharon Tala
Document Specialist Supervisor

Letter Number: 796A00004317

**ARTICLES OF INCORPORATION
OF
WANT ADS OF CLEARWATER/ST. PETERSBURG, INCORPORATED**

The undersigned, a natural person, acting as incorporator of a corporation in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE I

NAME

The name of the Corporation is Want Ads of Clearwater/St. Petersburg Incorporated.

ARTICLE II

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office is 20011 Emerald Coast Parkway, Destin, Florida 32540.

ARTICLE III

MAILING ADDRESS

The mailing address of the Corporation is Post Office Box 1659, Destin, Florida 32640-1659.

ARTICLE IV

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE V

PURPOSE

The Corporation is organized to transact any lawful business or businesses for which corporation may be incorporated pursuant to the Florida Business Corporation Act.

ARTICLE VI

POWERS

The Corporation shall have and may exercise all powers and rights granted or otherwise provided for by the Florida Business Corporation Act, whether granted by specific statutory authority or

by construction of law, including, but not limited to, all powers necessary or convenient to effect the Corporation's purposes.

ARTICLE VII

SHARES

1. Authorized Shares. The Corporation shall have the authority to issue a total of Five Thousand (5,000) shares of common stock which shall be without par value and of the same class.

2. Transfer Restrictions. The Corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The board of directors is hereby authorized on behalf of the Corporation to exercise the corporation's right to impose such restrictions, whether by provision in the By-Laws or otherwise.

3. Denial of Cumulative Rights. No shareholder of the Corporation shall be entitled as of right to acquire additional unissued or treasury shares of the Corporation or securities convertible into shares or securities carrying a right to subscribe or to acquire such shares.

4. Denial of Preemptive Rights. No shareholder of the Corporation shall be entitled as of right to acquire additional unissued or treasury shares of the Corporation or securities convertible into shares or securities carrying a right to subscribe or to acquire such shares.

5. Negation of Equitable Interests in Shares and Rights. The Corporation shall be entitled to treat the registered holder of any shares of the Corporation as the owner thereof for all purposes, including all rights deriving from such shares, and shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights deriving from such shares, on the part of any other person (including but not limiting the generality hereof, a purchaser, assignee or transferee of such shares or rights deriving from such shares) unless and until such purchaser, assignee, transferee or other person becomes the registered holder of such shares, whether or not the Corporation shall have either actual or constructive notice of the interest of purchaser, assignee or transferee or any of the shares of the Corporation shall not be entitled to receive notice of the meeting of the shareholders; to vote at such meetings; to examine a list of shareholders; or to pay dividends or other sums payable to shareholders; or to won, enjoy and exercise any other property or other rights deriving from such shares against the Corporation, until such purchaser, assignee, or transferee has become the registered holder of such shares.

ARTICLE VIII

CONFLICTS OF INTEREST

No contract or other transaction between the Corporation and one or more of its directors or officers, or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at a meeting of the board of directors or a committee thereof which authorizes, approves or ramifies such contract or transaction and their votes are counted for such purpose. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ramifies such contract or transaction without thereby invalidating such contract or transaction.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation may to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended, supplemented and interpreted, indemnify any and all persons whom it shall have the power to indemnify under those provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by those provisions. The indemnification provided for in this paragraph shall not be deemed exclusive of any other rights to which those indemnified may be entitled under bylaw, vote of shareholders or of their official capacity and as to actions taken in another capacity while holding such office, and may continue as to the person who has ceased to be a director, officer, employee or agent and may inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE X

QUORUM

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Except as otherwise provided by these Articles of Incorporation or the Florida Business Corporation Act, if a quorum is present, affirmative vote of a majority of the shares is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation in the State of Florida is 20011 Emerald Coast Parkway, Destin, Florida 32540. The name of the initial registered agent of the Corporation at the registered officer given above is RONALD C. SMITH. The written acceptance of the initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the Incorporator and is made a part of these Articles of Incorporation.

ARTICLE XII

ACTION TAKEN BY DIRECTORS' CONSENT

Any consent, approval or ratification given in writing by any absent director of any act or resolution passed during their absence, shall be and shall be taken to be as valid, binding and effective as if said director had actually been present and voted at such meeting; and any resolution signed by all of the members of the board of directors shall have the same force and effect as through the same force and effect as though the same had been duly made, seconded and carried at a duly constituted meeting of the board.

ARTICLE XIII

AMENDMENTS


The Corporation reserves the right to amend its Articles of Incorporation from time to time in accordance with the Florida Business Corporation Act.

ARTICLE XIV

INCORPORATOR

The name and address of the Incorporation is Ronald C. Smith, 20011 Emerald Coast Parkway, Destin, Florida 32540

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this the 22ND day of JANUARY, 1996.


RONALD C. SMITH

VERIFICATION AND ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF OKALOOSA

I, Amy Gastright, a Notary Public hereby certify that on the 5th day of February, 1996, personally appeared before me RONALD C. SMITH, who being by me first duly sworn, declared that he is over the age of eighteen (18) years, that he is the person who signed the foregoing instrument as Incorporator, and the statements contained herein are true. Further, I certify that RONALD C. SMITH is personally known to me to be the person whose name is subscribed to the annexed and foregoing Articles of Incorporation of WANT ADS OF CLEARWATER/ST. PETERSBURG INCORPORATED, and that he signed, sealed and delivered said instrument in writing as his free and voluntary act, for the uses and purposes set forth.

GIVEN UNDER MY HAND AND NOTARIAL SEAL, this the 5th day of February, 1996.

Amy Gastright
Notary Public

My Commission Expires: 6/16/97



"OFFICIAL SEAL"
Amy Gastright
My Commission Expires 6/16/97
Commission #CC 295290

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: WANT ADS OF CLEARWATER/ST. PETERSBURG, INCORPORATED

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

RONALD C. SMITH

(NAME)

20011 EMERALD COAST PARKWAY

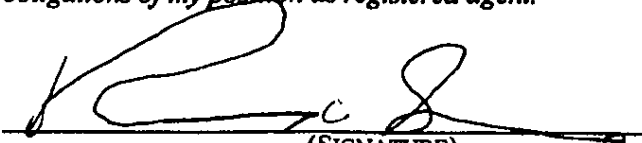
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

DESTIN, FLORIDA 32540

(CITY/STATE/ZIP)

FILED
96 FEB 12 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

2/5/96
(DATE)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 16, 1996

RONALD C. SMITH
P.O. BOX 1658
DESTIN, FL 32540-1659

SUBJECT: WANT ADS OF CLEARWATER/ ST. PETERSBURG,
INCORPORATED
Ref. Number: P96000013313

We have received your document for **WANT ADS OF CLEARWATER/ ST. PETERSBURG, INCORPORATED** and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 396A00017621

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

WANT ADS OF CLEARWATER/ST. PETERSBURG, INCORPORATED

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted:

Attached Amended Articles of Incorporation

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: March 7, 1996

FOURTH: Adoption of Amendment(s):

_____ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups.

The number of votes cast for the amendment(s) was/were sufficient for approval by _____.

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

X _____ The amendment(s) was/were adopted by the incorporator(s) without shareholder action and shareholder action was not required.

SIGNED this 21st day of May, 199 6.


Ronald C. Smith
Incorporator

AMENDED
ARTICLES OF INCORPORATION
OF
WANT ADS OF CLEARWATER/ST.PETERSBURG, INC.

The undersigned, in order to form a corporation under and pursuant to the provisions of the laws of the State of Florida, does hereby certify as follows:

ARTICLE I

NAME

The name of the Corporation is Want Ads of Clearwater/St. Petersburg, Inc.

ARTICLE II

DURATION

This existence of the Corporation shall be perpetual.

ARTICLE III

PURPOSE

The Corporation is organized for the transaction of all lawful business which may be transacted by corporations organized under the laws of Florida, including the business of publishing newspapers.

ARTICLE IV

POWERS

In furtherance of the foregoing purpose the Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Florida. In addition, it may do everything necessary, suitable or proper for the accomplishment of its corporate purposes.

ARTICLES V

AUTHORIZED CAPITAL

1. The aggregate number of shares which the Corporation shall have the authority to issue is FIVE THOUSAND (5,000) shares of common stock, each having no par value.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL 26 AM 10:38

APPROVED
AND
FILED

2. Each shareholder of record shall have one vote for each share standing in his name on the books of the Corporation. Cumulative voting shall not be allowed for any purpose.

3. At all meetings of shareholders, fifty percent (50%) plus one of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum.

4. No shareholder of the Corporation shall have any preemptive or other rights to subscribe for any additional shares of stock, or for other securities of any class, or for rights, warrants or options to purchase stock or for script.

5. Reasonable restrictions upon the transfer of shares may be imposed (a) through the By-Laws of the Corporation; (b) through agreements among the shareholders to which the corporation may or may not be a party; or (c) through both (a) and (b).

6. The Corporation will not commence business until it has received at least \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Corporation shall be under the management of the Board of Directors consisting of not less than three (3) persons, who may or may not be stockholders. The names of those persons who shall constitute the Board of Directors of the Corporation for the first year of its existence or until their successors are duly elected and qualify are:

Robert L. Christensen	20011 Emerald Coast Parkway Destin, Florida 32540
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Roger Woodruff	6411 North Hubert Avenue Tampa, Florida 33614
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Ronald C. Smith	20011 Emerald Coast Parkway Destin, Florida 32540
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ARTICLE VII

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is Wart 11s of Clearwater/St. Petersburg, Inc., 20011 Emerald Coast Parkway, Destin, Florida 32540. The name of the initial registered agent at such address is Ronald C. Smith. The Corporation may conduct all or part of its business in any other part of Florida,

of the United States, or of the world. It may hold purchase, mortgage, lease and convey real and personal property in any of such places.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

The following provisions are inserted for the management of the business of and for the conduct of the affairs of the Corporation, and are in furtherance of and not limited to or in exclusion of the powers conferred by law:

1. Contracts with Directors, Etc. No contract or other transaction of the Corporation with any other person, firm or corporation, or in which this Corporation is interested, shall be affected or invalidated by : (a) the fact that any one or more of the directors or officers of this Corporation is interested in or is a director or officer of another corporation; or (b) the fact that any director or officer, individually or jointly with others, may be a party to or be interested in any such contract or transaction. Each person who may become a director or officer of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Corporation for the benefit of himself or any firm or corporation in which he may be in any way interested.

2. Negation of Equitable Interests in Shares and Rights. The Corporation shall be entitled to treat the registered holder of any shares of the Corporation as the owner thereof for all purposes, including all rights deriving from such shares, and shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights deriving from such shares, on the part of any other person (including but not limiting the generality thereof, a purchaser, assignee or transferee of such shares or rights deriving from such shares) unless and until such purchaser, assignee, transferee or other person becomes the registered holder of such shares, whether or not the Corporation shall have either actual or constructive notice of the interest of such purchaser, assignee or transferee of other person. The purchaser, assignee or transferee of any of the shares of the Corporation shall not be entitled to receive notice of the meeting of the shareholders; to vote at such meetings; to examine a list of the shareholders; to be paid dividends or other sums payable to shareholders; or to won, enjoy and exercise any other property or rights deriving from such shares against the Corporation, until such purchaser, assignee, or transferee has become the registered holder of such shares.

ARTICLE IX

LIABILITY OF DIRECTORS, INDEMNIFICATION OF DIRECTORS AND OFFICERS

Directors of this Corporation shall not be liable for any claims or damages that may result from any acts performed by them in the discharge of any duty imposed or power conferred upon them by the Corporation if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation. Likewise, the liability of the directors of this Corporation shall be limited as provided in the New Mexico Business Corporation Act.

Each director and officer of this Corporation, and each person who shall serve at its request as a director or officer of another corporation in which this Corporation owns shares of capital stock or of which it is a creditor, whether or not then in office, and his personal representatives, shall be indemnified by the Corporation against all costs and expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he may be involved, or to which he may be made a party by reason of his being or having been such director or officer, except in relation to matters as to which the New Mexico Business Corporation Act does not allow such indemnification.

The provisions of this Article IX shall be construed so as to afford the greatest possible protection permitted by law to officers and directors of this Corporation.

ARTICLE X

ACTION TAKEN BY DIRECTORS' CONSENT

Any consent, approval or ratification given in writing by any absent director of any act or resolution passed during his absence shall be and had actually been present and voted at such meeting; and any resolution signed by all of the members of the Board of Directors shall have the same force and effect as though the same had been duly made, seconded and carried at a duly constituted meeting of the Board.

ARTICLE XI

RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal these Articles of Incorporation, or any provisions herein contained, in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator is Ronald C. Smith,
20011 Emerald Coast Parkway, Destin, Florida 32540.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this
the 25 day of MARCH, 1996.


RONALD C. SMITH

VERIFICATION AND ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF OKALOOSA

I, Amy Gastright, a Notary Public hereby certify that on the 7th day of March, 1996, personally appeared before me RONALD C. SMITH, who being by me first duly sworn, declared that he is over the age of eighteen (18) years, that he is the person who signed the foregoing instrument as Incorporator, and the statements contained herein are true. Further, I certify that RONALD C. SMITH is personally known to me to be the person whose name is subscribed to the annexed and foregoing Amended Articles of Incorporation of WANT ADS OF CLEARWATER/ST. PETERSBURG, INC., and that he signed, sealed and delivered said instrument in writing as his free and voluntary act, for the uses and purposes set forth.

GIVEN UNDER MY HAND AND NOTARIAL SEAL, this the 7th day of March, 1996.

Amy Gastright
Notary Public

My Commission Expires: 6/16/97



"OFFICIAL SEAL"
Amy Gastright
My Commission Expires 6/16/97
Commission #CC 295280