

LARRY D. PERRY

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February 8, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -9 AM 9:29

Florida Department of State
Corporate Records Division
Box 6327
Tallahassee, FL 32314

RE: SUNTIDE BROADCASTING INC.--ARTICLES OF INCORPORATION

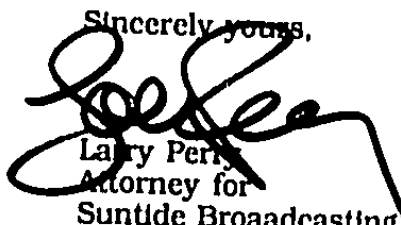
Good Morning:

Enclosed please find our check in the amount of \$122.50 to cover the cost of filing and recording the enclosed Articles of Incorporation for Suntide Broadcasting Inc. and a return of the certificate to this office.

Upon recording please return the certificate and a copy of the stamped in articles to this office.

Should you have any questions concerning this matter, please don't hesitate to contact this office for clarification.

Sincerely yours,


Larry Perry
Attorney for
Suntide Broadcasting Inc.

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cc: Tom Kearney

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**ARTICLES OF INCORPORATION
OF
SUNTIDE BROADCASTING, INC.**

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The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I.

Name

The name of the corporation shall be **SUNTIDE BROADCASTING INC.**

ARTICLE II.

Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Stock

The authorized capital stock of the Corporation shall consist of **500,000 shares of Class A Preferred Stock** with **\$5.00 PAR** value. In addition, there will be authorized, **300,000 shares of Common Stock** with a **PAR value of \$0.10** per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreement with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

ARTICLE IV

Right of Purchase

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share at the price at which it is offered to

others.

ARTICLE V

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Tom Kearney
1900 Midnight Cove II
Suite #120
Sarasota, FL 34242

ARTICLE VI

Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII

Address of Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the State of Florida shall be **1900 Midnight Cove II, Suite 120, Sarasota, FL 34242**. The name of the initial registered agent of the Corporation at the above address shall be **Tom Kearney**. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent. The principal office shall be the same as the registered office.

ARTICLE VIII

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE IX
Initial Board of Directors

The Initial Board of Directors shall consist of five members. The names and street addresses of the members of the Initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of the shareholders, and thereafter until their successors have been elected and qualified are as follows:

Leonard Titelbaum
4 Sharon Lane
Holmdel, New Jersey

Joe Newman
335 North Washington #60
Hutchinson, KS 67501

Don Ryals
Sarasota, Florida 34242

ARTICLE X
Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. Any two or more offices may be held by the same person except President and Secretary which must be two individual persons.

ARTICLE XI
Stock Transfer Restriction

Any shareholder desiring to sell any of the shares of the corporation shall first offer said shares to the corporation and the other shareholders in the following manner:

A. Such shareholder shall give written notice by registered mail to the secretary of the corporation of his intention to sell such shares. Said notice shall specify the number of shares to be sold, the price per share, the name of the prospective purchaser, and the terms upon which the sale is to be made. The corporation shall have 10 days from the receipt of such notice within which to exercise its option to purchase all or any full number of the shares so offered. Such purchase may be authorized by the Board of Directors without any action by the shareholders of the corporation.

B. In the event that the corporation should fail to purchase all of such shares within the said 10 day period, the secretary of the corporation shall, within 5 days thereafter, give written notice to each of the other shareholders of record, stating the number of shares offered for sale but not purchased by the corporation, the price per share, and the terms upon which the sale is being made. Such notice shall be sent by mail addressed to each shareholder at his last address as it appears on the books of the corporation. Within 10 days after the mailing of said notices, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the Secretary of the corporation a written offer for the number of shares desired by him, accompanied by the purchase price therefore with authorization to pay such purchase price against delivery of such shares.

C. If the shareholders offer to purchase more than the total number of shares available for purchase by them, then the shareholders offering to purchase shall be entitled to purchase such proportion of said shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders offering to purchase. In the event that the proportion of said shares to which any shareholder should be entitled to purchase is more than the number of shares he desires to purchase, each remaining shareholder desiring to purchase additional shares shall be entitled to purchase such proportion of the overage as the number of shares which he holds bears to the total number of shares held by all shareholders desiring to participate.

D. If none or only a part of the shares offered for sale is purchased by

the corporation or shareholders, or both, then the shareholder who offered the same for sale shall have thereafter the right to sell said shares not so purchased to such person or persons as he desires; provided, however, that he shall not sell such shares at a lower price or on terms more favorable to the purchaser than those specified in the written notice he gave the corporation.

E. All stock certificates shall bear a notation that they are issued and outstanding subject to this Charter restriction.

F. Any sale of the shares of the corporation shall be null and void unless the provisions of this section are strictly observed and followed.

ARTICLE XII

Indemnification of Directors and Officers

A. The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in

good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

B. Any indemnification under paragraph (1) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

C. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this section. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses

of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled there to as authorized in this section.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE XIII

Financial Information

The Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIV

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

ARTICLE XV

Other Provisions

A. The holders of the shares of common stock herein authorized shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

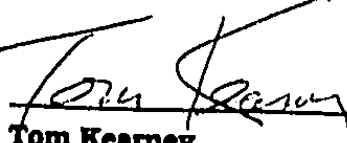
B. The shares issued by the Corporation are to qualify under Section 1244 of the Internal Revenue Code granting ordinary loss treatment to the shareholders in the event that any such loss is sustained on such shares issued.

C. The Corporation elects to have preemptive rights.

D. The members of the Board of Directors of the Corporation shall not be personally liable in money damages, except for:

- (i) breach of duty of loyalty;
- (ii) acts or omissions not in good faith or involving intentional misconduct or a knowing violation of law; or
- (iii) unlawful distributions, all pursuant to Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his and seal this 8th day of February, 1996.


Tom Kearney

**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE**

In compliance with Florida Statutes Section 48.091 and 607.304, the following is submitted:

SUNTIDE BROADCASTING INC. desiring to organize as a corporation under the laws of the State of Florida, has designated 1900 Midnight Cove II, Suite 120, Sarasota, FL 34242, as its Initial Registered Office and has named Tom Kearney located at said address as its Initial Registered Agent.

BY: 

TOM KEARNEY

Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of the Florida Statutes Section 48.091 relative to keeping the office open.


TOM KEARNEY

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