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Handwritten: P600019717

ACCOUNT NO. : 072100000032

REFERENCE : 867601 51444A

AUTHORIZATION :

COST LIMIT : 9 PPD.

ORDER DATE : March 4, 1996

ORDER TIME : 8:48 AM

ORDER NO. : 867681

CUSTOMER NO: 81444A

CUSTOMER: John Latshaw, Jr., Esq
PATTERSON & GREEN

Suite A
3010 S. Third Street
Jacksonville, FL 32250

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-03/04/96--01075--006
****122.50 ****122.50

EFFECTIVE DATE:
MAR - 1 1996

DOMESTIC FILING

NAME: AVENUE COMMUNICATIONS, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GWEN BUTLER

EXAMINER'S INITIALS:

FILED
96 MAR - 4 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 MAR - 4 AM 10:11
DIVISION OF CORPORATION

T. BROWN MAR - 4 1996

EFFECTIVE DATE
MAR - 1 1996

ARTICLES OF INCORPORATION
OF
AVENUE COMMUNICATIONS, INC.

FILED
96 MAR -4 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: Corporate Name. The name of the corporation is Avenue Communications, Inc.

ARTICLE II: Corporate Existence. The corporation shall exist for perpetuity commencing as of the execution of these Articles.

ARTICLE III: Corporate Purpose. The corporation is organized for the purpose of providing marketing services for music, graphics, films, tapes, videos, television productions and services and for any and all lawful business allowed under the State of Florida or the United States of America.

ARTICLE IV: Authorized Stock. The corporation is authorized to issue 100,000 shares of common stock, par value \$1.00 per share.

ARTICLE V: Initial Registered Office and Agent. The street address of the initial registered officer of the corporation is John H. Latshaw, Jr., 3010 South Third Street, Jacksonville Beach, Florida 32250, with a mailing address of the same, and the name of the initial registered agent at that address of this corporation is John H. Latshaw, Jr.

ARTICLE VI: Principal Place of Business. The principal place of business of this corporation shall be: 1444 Beach Blvd., Suite 18-2, Jacksonville, FL 32250.

ARTICLE VII: Initial Board of Directors. This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

William C. Osewalt
14750 Beach Blvd., #60
Jacksonville, FL 32250

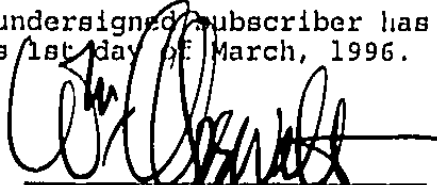
ARTICLE VIII: Incorporator. The name and address of the person signing these Articles is William C. Osewalt, 14750 Beach Blvd., #60, Jacksonville, FL 32250.

ARTICLE IX: Power to Amend. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X: Corporate Reservation. The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI: Preemptive rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares held by any shareholder who does not exercise it and the shareholder must pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of the shares and inviting the shareholders to exercise their preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of written notice from the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of March, 1996.

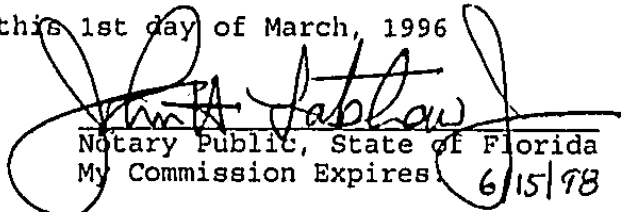


William C. Osewalt

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared William C. Osewalt, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and seal this 1st day of March, 1996



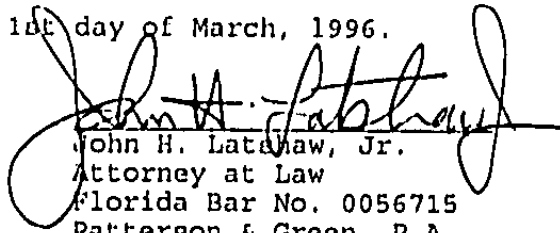
Notary Public, State of Florida
My Commission Expires 6/15/98



JOHN H. LATSHAW JR.
My Commission CC263206
Expires Jun. 15, 1998

HAVING BEEN NAMED to accept service of process for Avenue Communications, Inc. at the place designated in the Articles of Incorporation, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

DATED this 1st day of March, 1996.



John H. Latahaw, Jr.
Attorney at Law
Florida Bar No. 0056715
Patterson & Green, P.A.
3010 South Third St., Ste A
Jacksonville Beach, FL 32250
(904) 247-1770

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TALLAHASSEE, FLORIDA