

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Talk Radio
Network, Inc.

	C.O. FEE.	DISBURSED
Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
TALK RADIO NETWORK, INC.**

FILED
JAN 15 PM 3:17
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The corporate name is **TALK RADIO NETWORK, INC.**

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority

to issue is 7,500 all of which shall be common shares with a par value of one dollar.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the Initial Registered Office of the Corporation is 9720 Executive Center Drive North, Suite 200, St. Petersburg, Florida 33702, and the name of the Initial Registered Agent at such address is Ross Reback. The street address of the Initial Registered Office and principal office of the corporation is 9720 Executive Center Drive North, Suite 200, St. Petersburg, Florida 33702.

ARTICLE SIX

DIRECTORS

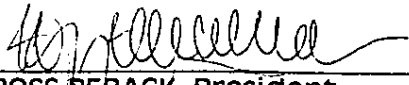
The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors.

ARTICLE SEVEN

INCORPORATORS

The name and address of the Incorporator is Ross Reback of 9720 Executive Center Drive North, Suite 200, St. Petersburg, Florida 33702.

IN WITNESS WHEREOF, I have subscribed my name this 14th day of March 1996.




ROSS REBACK, President

STATE OF FLORIDA
COUNTY OF PINELLAS

On this 14th day of March 1996, before me personally appeared ROSS REBACK, who is personally known to me and known to be the person(s) whose name is subscribed to the within instrument, and acknowledged that he has executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


NOTARY PUBLIC

My Commission Expires:
 **Barbara Rodriguez**
COMMISSION # CG 463606
EXPIRES MAY 15, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the Following is submitted in compliance with said Act; that **TALK RADIO NETWORK, INC.** desiring to organize under the laws of the State of Florida, with its principal place of business at St. Petersburg, Florida has named Ross Reback located at 9720 Executive Center Drive North, Suite 200, St. Petersburg, Florida 33702 as its Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said Statutes relative to the proper and complete performance of my duties.

DATED: This 14th day of March, 1996.


ROSS REBACK