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Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

May 7, 1996

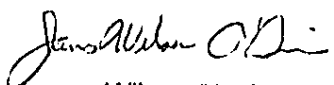
Re: Incorporation of  
Grassroots Interactive Media Management Co.  
102 E. Martin Luther King Blvd.  
Tampa, Florida. 33603

300001814018  
-05/09/96--01006--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed please find the Articles of Incorporation for the above named company, a second copy of the Articles of Incorporation and my check in the amount of \$ 70.00.

This represents the cost of the Filing Fees, and the fee for Registered Agent Designation.

Please stamp the second copy of the Articles of Incorporation with the filing date and return in the envelope provided.

  
James Wilson O'Brien  
102 E. Martin Luther King Blvd.  
Tampa, Florida 33603  
(813) 238-6110  
(813) 286-7051

AL MAY 14 1996.

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96 MAY -8 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR  
Grassroots Interactive Media Management Co.**

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96 MAY -8 PM 3:23  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation  
a natural person, competent to contract; apply to  
incorporate under the laws of the State of Florida, by and under  
the provisions of the Statutes of said State.

**Article I**

The name of this corporation shall be:  
**Grassroots Interactive Media Management Co.**

**Article II**

The general nature of the business to be transacted by this corporation shall be: To engage in any and all such business transactions as is lawful for a Florida Corporation.

**Article III**

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is One hundred thousand (100,000) shares of stock, with no par value.

**Article IV**

The amount of capital with which this corporation will begin business shall be the sum of not less than One hundred (\$100.00) dollars.

**Article V**

This corporation shall have perpetual life, unless sooner dissolved according to law.

**Article VI**

The initial street address of the principal office of the corporation shall be: 102 E. Martin Luther King Blvd., Tampa, FL 36303.

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TALLAHASSEE, FLORIDA

**Article VII**

The name and address of the incorporator of this corporation is  
**James Wilson O'Brien of 102 E. Martin Luther King Blvd., Tampa,  
Florida 33603.**

Date 5/2/96

James Wilson O'Brien  
Incorporator

**Article IX**

The existence of the corporation shall begin on the date these Articles of Incorporation are filed with the Division of Corporations, Department of State, for the State of Florida, and certification is received from said department with the Seal and signature of the Secretary of the State of Florida.

**Article X**

The initial Board of Directors shall conduct the business of the corporation for the first year, and every member of the initial Board of Directors shall remain in his or her post until the now Board of Directors is duly elected and justly constituted at the corporation's annual meeting.

**Article XI**

The initial Registered Agent for the corporation shall be **James Wilson O'Brien** and his address is: **102 E. Martin Luther King Blvd., Tampa, FL 36303.**

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 am familiar with and accept the obligations of my position as registered agent.

Date 5/2/96

James Wilson O'Brien  
Registered Agent