

FROM

(10:05 28' 90 10:07/ST 10:06/NO. 10:00 21)

5/20/96 DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM

((H96000007484))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: MARGARET ADAMS & CRIDER, P.A.

50 N LAURA ST
3400 HARNETT CENTER
JACKSONVILLE FL 32202-

CONTACT: CORINNE P MCCLURE

PHONE: (904) 384-1100

FAX: (904) 798-2561

FAX: (904) 922-4000

((H96000007484))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SOUTHERN MEDIA PUBLICATIONS, INC.

FAX AUDIT NUMBER: H96000007484

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/28/1996

TIME REQUESTED: 16:11:17

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 076226003514

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000007484))

** ENTER 'M' FOR MENU. **

MAC NO. 18686.102

5/29

FILED
96 MAY 29 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 MAY 29 AM 8:22

RECEIVED

FROM

(TUE) 05. 28' 96 16:07/ST. 16:06/NO. 3560402821 P 2

FILED
96 MAY 29 AM 11:47
H96000007484
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
SOUTHERN MEDIA PUBLICATIONS, INC.

ARTICLE I

Name and Duration

The name of the Corporation is Southern Media Publications, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 N. Laura Street, 3400 Barnett Center, in the City of Jacksonville 32202. The mailing address is Post Office Box 4099, Jacksonville, FL 32201.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3400 Barnett Center, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is RAX CO.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

Prepared by G. Alan Howard, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0629091

H96000007484

FROM

(TUE) 05. 28' 96 16:07/ST. 16:06/NO. 3560402821 P 3

H96000007484

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is Ten Thousand (10,000) shares of Common Stock ("Common Stock") \$0.01 per value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
RAX CO.	c/o Mahoney Adams & Criser, P.A. 3400 Barnett Center Jacksonville, FL 32202

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
G. Alan Howard	Post Office Box 4099 Jacksonville, FL 32201

H96000007484

FROM

(TUE) 05. 28' 98 16:07/ST. 16:06/NO. 3560402821 P 4

H96000007484

ARTICLE VIII

Amendment

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

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

H96000007484

FROM

(TUE) 05. 28' 96 16:08/ST. 16:06/NO. 3560402821 P 5

H96000007484

DATED at Jacksonville, Duval County, Florida, this 28th day of May, 1996.

RAX CO., a Florida corporation

By: 

G. Alan Howard, Vice President

H96000007484

FROM

(TUE) 05. 28' 96 10:08/ST. 10:06/NO. 3560402821 P 6

H96000007484

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Southern Media Publications, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named RAX CO., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

FILED
96 MAY 29 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

RAX CO., a Florida corporation

By: 

G. Alan Howard, Vice President

DATED: May 28, 1996

o:\tax\moclure\howard\southern\articles

H96000007484