

P960000 68300

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

RE: Constant Pottery Studio Productions, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 96 AUG 13 AM 8:37
 DIVISION OF CORPORATION

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

~~1296~~
 AUG 16 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	8/12		
TIME	4:25		CK No. _____
BY	<i>Beruby</i>		

WALK-IN Will Pick Up _____

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 AUG 16 AM 0:40
DIVISION OF CORPORATION

August 13, 1996

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: CONTEMPORARY SOUTH PRODUCTIONS, INC.
Ref. Number: W96000016848

FILED
95 AUG 16 AM 9:47
TALLAHASSEE, FLORIDA

We have received your document for CONTEMPORARY SOUTH PRODUCTIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 396A00038401

8/15/96
Corrected
Agnes Lunt
Bel

**ARTICLES OF INCORPORATION
OF
CONTEMPORARY SOUTH PRODUCTIONS, INC.**

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - Name of Corporation

The name of the corporation shall be:

CONTEMPORARY SOUTH PRODUCTIONS, INC.

ARTICLE II - Nature of Business

The general nature of the business to be transacted by this corporation is to provide broadcast syndication and production services within the telecommunications industry. This corporation will also engage in any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, manage, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and

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TALLAHASSEE, FLORIDA

execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To produce corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences or indebtedness created by other corporations of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III - Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 20,000 shares of Preferred and/or Common Stock at Sixty Cents (\$0.60) par value with preemptive rights.

A. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of the one class of common stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, acquisition of other corporations shares or property through merger or extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

B. This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders.

C. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

D. There shall be no more than five (5) shareholders of this corporation at any time. Said shareholders may be real persons and/or legal entities such as corporations, associations, or partnerships.

ARTICLE IV - Term of Existence

This corporation is to exist perpetually.

ARTICLE V - Principal Place of Business

The initial street address of the principal office of this corporation is 5991 Chester Avenue, Suite 203, Jacksonville, Florida 32217. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI - Directors

The business affairs of the corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer elected by shareholders as provided by the By-Laws of the corporation. The shareholders may designate in the By-Laws for the deletion of the office of the Vice-President.

ARTICLE VII - Registered Agent

The initial designation of the registered agent office of this corporation shall be Rodney G. Gregory, Esquire, 3900 Atlantic Blvd., Jacksonville, Duval County, Florida 32207. Pursuant to Florida Statutes Section 607.164, having been named to accept

process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Rodney G. Gregory, Esquire

ARTICLE VIII - Amendment

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority vote of the shareholders based on a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, MARC LITTLE the incorporator, has hereunto set his hand and seal this 7th day of August, 1996.


MARC LITTLE, INCORPORATOR

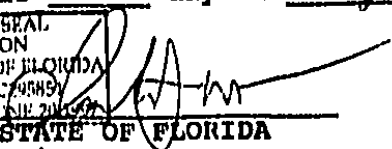
5991 Chester Avenue
Suite 203
Jacksonville, Florida 32217

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared,
MARC LITTLE, who, after first being duly sworn, deposes and says
that he is the person described in the foregoing Articles of
Incorporation and he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State
named above, this 7th day of August, 1996.

OFFICIAL NOTARY SEAL
CHARLES H. MASON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC 9889
MY COMMISSION EXPIRES 2/1/97


NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:

FILED
96 AUG 16 AM 9:48
TALLAHASSEE, FLORIDA