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ROGERS, TOWERS, BAILEY, JONES & GAY

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
81 KING STREET, SUITE A
POST OFFICE BOX 3504
ST. AUGUSTINE, FLORIDA 32085

TELEPHONE (904) 824-0879
FAX (904) 825-4070

WRITER'S INTERNET ADDRESS:
JWhiteman@rblaw.com

TOLLFREE JACKSONVILLE NUMBER:
(904) 348-5555

November 8, 1996

CHARLES O. TOWERS, JR.
JAMES M. McLEAN
FRED M. RINGEL
DAVID M. FOSTER
C. WILLIAM REINEY
ALLAN T. GEIGER
D. KENNETH NORRIS
DOUGLAS A. WARD
PAUL P. BANFORD
IRVIN M. WEINSTEIN
ROBERT T. HYDE, JR.
H. JOSEPH O'BRIEN
DONALD C. WRIGHT
JOSEPH G. BROWN, JR.
MICHAEL A. WOODRICH
CECILE EVANS RIDER
E. ALLEN HEBB, JR.
J. KIRBY CHRISTON
T.R. MAINLINE, JR.
CHRISTOPHER C. HAZELUP
SUSAN C. McDONALD
BETSY COX MAHIN
ANTHONY A. ANDERSON
MARCIA PENMAN PARKER
ANNE K. BUZBY

KURT H. DUNKLE
RICHARD L. MAQUIHAY
JAMES M. RILEY
MARK M. ARNOLD
GEORGE M. McCLURE
JOHN L. WHITEMAN
C. DAVID ELY
RICK MONTE REZNICEK
WILLIAM A. O'LEARY
REGINA ALBERINI YOUNG
EMILY G. PIERCE
GREGORY F. LUNNY
JOHN R. IBACH
JAMES W. MIDDLETON
CHERYL L. WORWAN
JOHN A. BAPORA
MARGARET M. BURNETT
SANDRA J. MATHIS
GILBERT L. FELTEL, JR.
ADRIAN RUST
ROBERT H. RIGSBY, JR.
TROY K. SMITH
LORI J. SCHON*
STEVEN DIEBENOW

JACKSONVILLE OFFICE
1301 RIVERPLACE BOULEVARD
SUITE 1500
JACKSONVILLE, FL 32207-0020
(904) 398-3811
FAX (904) 398-0083

TALLAHASSEE OFFICE
108 SOUTH MONROE STREET
P.O. BOX 1872
TALLAHASSEE, FLORIDA 32302-1872
(904) 222-7200
FAX (904) 222-7204

SPECIAL COUNSEL
HOWARD I. KORMAN
ALFRED J. POMERANZ
*Admitted in N.J. & N.Y. only

PLEASE REPLY TO:
ST. AUGUSTINE

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32301

000002002570--6
-11/13/96--01079--012
****122.50 ****122.50

Re: TARGET BROADCASTING COMPANY
Our Client#: W0370-18315

Gentlemen:

Enclosed herewith please find an original and one copy of Articles of Incorporation for the above-named corporation, together with our office check in the amount of \$122.50 to cover the fees as follows:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>

\$ 122.50

Please file the original of the Articles and return the certified copy to this office. If you have any questions, please do not hesitate to call. Thank you.

Very truly yours,

John L. Whiteman,
For the Firm

JLW:ms
enclosures
cc: Roger Wilson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 13 AM 11:30

g/j/11/18/96

ARTICLES OF INCORPORATION

OF

TARGET BROADCASTING COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV 13 AM 11:30

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name of the Corporation is: TARGET BROADCASTING COMPANY and its address is: P.O. Box 54172, Jacksonville, FL 32245-4172.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000,000 shares of common stock. Such shares shall be of a single class and shall have a par value of one cent (1)¢ per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 7701 Baymeadows Circle, West, #1045, Jacksonville, FL 32256 and the name

of its initial Registered Agent at that address is ROGER WILSON.

Article 6. Directors. Pursuant to the written Shareholders' Agreement of the below named Incorporators, and as authorized by section 607.0732, Florida Statutes (1995), the affairs of the Corporation shall be managed by its Shareholders and the Corporation shall have no Directors.

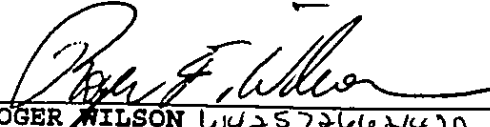
Article 7. Incorporators. The name and address of each Incorporators is as follows:

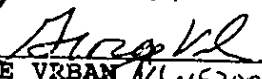
ROGER WILSON
7701 Baymeadows Circle, West #1045
Jacksonville, FL 32256

GEORGE VRBAN
2919 Lantana Lakes Drive, West
Jacksonville, FL 32246

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 5 day of November, 1996.


ROGER WILSON W42572662470


GEORGE VRBAN W41530063061-0

STATE OF FLORIDA
COUNTY OF Duval

THE FOREGOING instrument was acknowledged before me this 5 day of November, 1996, by ROGER WILSON: (notary must check applicable box)

 is personally known to me.

X produced current driver's license(s) as identification.
produced _____ as
identification.



JEANNE E. RODGERS
COMMISSION # CC 471588
EXPIRES JUN 13, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Jeanne E. Rodgers
Signature of Notary

Jeanne E. Rodgers
Name of Notary Typed, Printed
or Stamped

Commission Number: _____

My Commission Expires: _____

STATE OF FLORIDA

COUNTY OF Duval

THE FOREGOING instrument was acknowledged before me this
5 day of November, 1996, by GEORGE VRBAN: (notary must
check applicable box)

X is personally known to me.

X produced current driver's license(s) as identification.

produced _____ as
identification.

Jeanne E. Rodgers
Signature of Notary

Jeanne E. Rodgers
Name of Notary Typed, Printed
or Stamped

Commission Number: _____

My Commission Expires: _____



JEANNE E. RODGERS
COMMISSION # CC 471588
EXPIRES JUN 13, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as
Registered Agent of TARGET BROADCASTING COMPANY, which is contained
in the foregoing Articles of Incorporation.

DATED this 5 day of November, 1996.

Roger F. Wilson
ROGER WILSON, Registered Agent

Corp.ms\wilson\Articles

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STATE
SECRETARY OF CORPORATIONS
DIVISION
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