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December 10, 1996

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Classic Media, Inc.

Dear Sir/Madam:

Enclosed are the original and one duplicate of the proposed Articles of Incorporation of the above captioned corporation.

Please endorse your approval of the articles on the duplicate copy, certify same, and return the certified copy to this office in the enclosed mailing envelope. It is understood that the original document with your endorsed approval is to be filed in your records pursuant to Florida law.

A check in the amount of $122.50 is enclosed to cover the filing fee and certification of the copy.

If any further charges are required, or if, for any reason, the articles do not meet current requirements, please so notify the undersigned by collect telephone call (352) 351-3000.

Sincerely,

RICHARD, BLINN & HALDIN, P.A.

By: James L. Richard
James L. Richard
JLR/kd
Enclosures
cc: client

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96 DEC 12 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12.13.96
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CLASSIC MEDIA, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: Name

The name of the corporation is CLASSIC MEDIA, INC.

ARTICLE II: Business

The corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE III: Stock

The total number of shares of stock which the corporation will have authority to issue is ONE HUNDRED (100) shares of $1.00 per share par value common stock. All of said stock will be payable in cash or real or personal property or such consideration as may be fixed by the shareholders.

ARTICLE IV:

Registered Agent and Address and Principal Office

The initial address of the registered office of the corporation is 1846 S.E. 38th Ave., Ocala, Florida 34471.

The name of the corporation's registered agent at said address is Edmund H. Fischer.

The principal business office of the corporation is 1846 S.E. 38th Ave., Ocala, Florida 34471.

ARTICLE V:

Management of Corporation by Shareholders

All corporate powers will be exercised by or under the authority of, and the business of the corporation will be managed by the shareholders rather than a Board of Directors, including the power to adopt, alter, amend, or repeal by-laws.

ARTICLE VI: Effective Date

The corporation will commence existence on acceptance of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE VII: Incorporator

Following is the name and street address of the person signing these Articles as incorporator: Edmund H. Fischer, 1846 S.E. 38th Ave., Ocala, Florida 34471.

ARTICLE VIII:

Stockholders as Employees

There shall be no policy prohibiting stockholders from serving as corporate officers or employees. In the event that a stockholder is employed by the corporation, said stockholder shall be entitled to receive a reasonable salary for services rendered.

ARTICLE IX: Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X: Amendment

This corporation may amend its articles of incorporation in any respect, provided that only such provisions shall be inserted by amendment as would be lawful and proper in original articles of incorporation made at the time of making such amendment. Every amendment shall be proposed by a stockholder and approved at a stockholders' meeting by not less than NINETY percent (90 %) of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on ____ Dec. 9 1996.

EDMUND H. FISCHER

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 9th day of DECEMBER 1996, by EDMUND H. FISCHER [✓] who is personally known to me or [ ] who has produced ______________________ as identification and who have take an oath.

JAMES L. RICHARD
MY COMMISSION # CC317811 EXPIRES
October 29, 1997
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public, State of Florida
Print ______________________

(SEAL)

ACCEPTANCE BY REGISTERED AGENT

I hereby accept my designation as Registered Agent for EDMUND H. FISCHER as set forth in Article IV of the foregoing Articles of Incorporation, this 9th day of Dec 1996.

EDMUND H. FISCHER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA