

TRANSMITTAL LETTER

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OFFICE OF THE ATTORNEY GENERAL

ADDITIONAL COPY REQUIRED

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 20, 1996

JIM HACKWORTH
OMNI COMMUNICATIONS, INC.
P.O. BOX 175
KNOXVILLE, TN 37901

The name HOME TOUR OF FLORIDA, INC. has been reserved for 120 days beginning December 20, 1996. The reservation number is R96000006022 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Emily Prine

Letter number: 696A00056827

1/2/97
Carol -
Send original to
Women in Florida.

Articles of Incorporation
of
Home Tour of Florida, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be Home Tour of Florida, Inc.

ARTICLE II: PURPOSE OF CORPORATION

The purpose and activities of the corporation shall include, but not be limited to:

1. Sell advertising in real estate publications and/or electronic versions of same.
2. Any other lawful purpose.

ARTICLE III: PRINCIPAL OFFICE

The principal office of the corporation shall be located at 6408 Clinton Highway, Knoxville, Tennessee 37912. The mailing address of the corporation shall be Post Office Box 175, Knoxville, Tennessee 37901.

ARTICLE IV: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, each share having a par value of ten/100s United States dollars (\$.10).

Authorized capital stock may be paid for in cash, services, or property, at a just

value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE V: DESIGNATION AND ADDRESS OF REGISTERED AGENT

The name and address of the initial Registered Agent is:

Warren J. Bird, Esq.
254 East Sixth Avenue
Tallahassee, FL 32303

ARTICLE VI: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Warren J. Bird, Esq.
254 East Sixth Avenue
Tallahassee, FL 32303

ARTICLE VII: DESIGNATION OF DIRECTORS

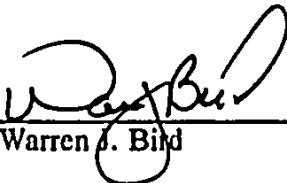
The initial directors of the corporation shall be:

Jim Hackworth, President/Director

Carol Hackworth, Secretary/Treasurer/Director

The undersigned incorporator has executed these Articles of Incorporation this

8 day of January, 1997.



Warren J. Bird

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Home Tour of Florida, Inc.

2. The name and address of the registered agent and office is:

Warren J. Bird, Esq.

(NAME)

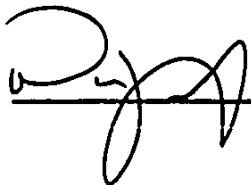
254 East Sixth Avenue

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, FL 32303

(CITY/STATE/ZIP)

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



(SIGNATURE)

1/2/87

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314