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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FAX #: (904) 922-4001

FROM: GREENBERG TRAUIG (WEST PALM BEACH)

CONTACT: JUDITH EQUELS OR BARBARA SPRINGTHORPE
PHONE: (407) 650-7900

ACCT#: 075201001473

FAX #: (407) 655-6222

NAME: KRASNOW MEDIA, INC.

AUDIT NUMBER.....H97000001764

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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**ARTICLES OF INCORPORATION
OF
KRASNOW MEDIA, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation is **KRASNOW MEDIA, INC..**

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

FILED
97 JAN 30 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by:
Howard Bregman, Esq.
777 South Flagler Drive, Suite 310 East
West Palm Beach, Florida 33401
1-407-650-7900 (t)
1-407-655-6222 (f)
Florida Bar No. 360155

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**ARTICLE III
STREET AND MAILING ADDRESS**

The street and mailing address of the Corporation shall be:

c/o BDO Seidman Attn: Mr. Lester Fox
330 Madison Avenue
New York NY 10017

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock with \$0.01 par value per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 777 South Flagler Drive, Suite 310 East, West Palm Beach FL 33401. The name of the initial registered agent of the Corporation at that address is Howard Bregman.

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ARTICLE VII

BYLAWS

The power to adopt, alter, amend or repeal bylaws of the Corporation shall be vested in the shareholders of the Corporation.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is as follows:

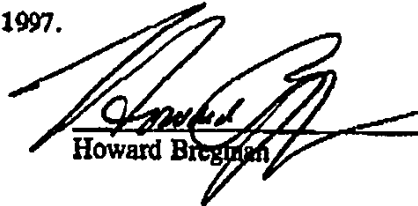
Name

Address

Howard Bregman

777 South Flagler Drive, Suite 310 East
West Palm Beach FL 33401

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of January, 1997.


Howard Bregman

H97000001764

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Howard Bregman, am familiar with and accept the obligations of the appointment as the initial registered agent of **KRASNOW MEDIA, INC.**, as made in the foregoing Articles of Incorporation.

DATED: January 30, 1997

By


Howard Bregman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA