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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

FROM: EMPIRE CORPORATE KIT COMPANY

CONTACT: RAY STORMONT

PHONE: (305)541-3694

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FAX #: (305)541-3770

NAME: S. S. MEDIA, INC.

AUDIT NUMBER.....H97000002260

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

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ARTICLES OF INCORPORATION
OF
S. S. MEDIA, INC.

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

ARTICLE I

Name

The name of this Corporation is S. S. MEDIA, INC.

ARTICLE II

Term of Corporate Existence

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE III

Purpose

The purposes for which the Corporation is organized are:

(a) To own, operate and manage the business to further advance and contribute to the South Florida broadcast entertainment industry and to participate in various new and innovative broadcast media ventures and operations.

(b) The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Whitman & Gordon, P.A.,
3929 Ponce de Leon Blvd.
Coral Gables, FL 33134
(305) 448-7730 / J. R. Gordon, Esq.

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ARTICLE IV

Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of Capital Stock. Such shares shall be of a single class, and shall have a par value of ONE (\$1.00) DOLLAR per share and shall be deemed as Section 1244 Common Stock pursuant to the Internal Revenue Code of 1954 as amended or any other Section of the Internal Revenue Code treating such stock in the same manner as Section 1244 Common Stock as previously stated.

ARTICLE V

Initial Principal Office and Registered Agent

The street address of the initial Principal office of the Corporation is 10421 S.W. 139 Street, Miami, Florida 33176, and the name of the initial registered agent is Ira R. Gordon, Esquire, 3929 Ponce de Leon Boulevard, Coral Gables, Florida 33134.

Having been named to accept service of process for the above stated Corporation, at 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.


IRA R. GORDON, ESQUIRE

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ARTICLE VI

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of one (1) Director.

ARTICLE VII

Initial Board of Directors

The names and addresses of the persons who shall serve as Director until the First Annual Meeting of Shareholders, and thereafter, or until their successors have been elected and qualified, is/are as follows:

<u>Name</u>	<u>Address</u>
Steven R. Shapiro	10421 S.W. 139 Street Miami, Florida 33176

ARTICLE VIII

Initial Incorporator

The name and address of the initial incorporator is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Steven R. Shapiro	10421 S.W. 139 Street Miami, Florida 33176	100

The amount of the initial capital of this corporation shall be \$100.00.

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ARTICLE IX

By-Laws

The Board of Directors shall adopt By-Laws for this corporation which may be amended, altered or repealed by the shareholders or directors in any manner permitted by the By-Laws.

ARTICLE X

Indemnification of Directors and Officers

1. The Corporation shall indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigative, other than one by or in the right of this Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of this Corporation, or in his capacity as director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of this corporation, against judgments, fines, amounts paid in settlement and reasonable attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of this Corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment,

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2. Any indemnification under Section (1) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in manner he reasonably believed to be in the best interest of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, a quorum consisting of shareholders who were not parties to such action, suit or proceedings.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of this Corporation to indemnify under applicable law.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon stockholders hereunder are granted subject to this reservation.

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order, settlement, conviction or upon plea, of nolo contendere or its equivalent, shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

b) By or in the right of this Corporation to procure a judgment in its favor by reason of his being or having been a director or officer of this corporation, or by reason of his being or having been a director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of this Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency, or investigation body before which such action, suit proceeding is held shall determine upon application, that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

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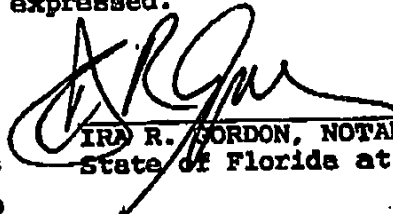
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami, Dade County, Florida on this 6 day of February, 1997.

 (SEAL)
STEVEN R. SHAPIRO

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

I HEREBY CERTIFY that on the day and year above written, personally appeared before me, the undersigned authority, STEVEN R. SHAPIRO, to me well known to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

 OFFICIAL SEAL
IRA R. GORDON
My Commission Expires
March 10, 1997
My Commission No. CC 264320

 2/5/97
IRA R. GORDON, NOTARY PUBLIC,
State of Florida at Large

FILED
FEB - 7 PM 12:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

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