



THE UNITED STATES CORPORATION COMPANY

P97000015330

ACCOUNT NO. : 072100000032

REFERENCE : 263118 9808A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 18, 1997

ORDER TIME : 9:17 AM

ORDER NO. : 263118-005

CUSTOMER NO: 9808A

CUSTOMER: Eliot J. Safer, Esq  
ELIOT J. SAFER, ESQ  
(PERSONAL ACCOUNT)  
Suite 100  
3974 Woodcock Drive  
Jacksonville, FL 32207

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-02/18/97--01042--015  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: MEDIA PRODUCTS OF  
SOUTH FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

2/18/97  
[Signature]

FILED  
97 FEB 18 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 FEB 18 AM 9:50

# TROMBERG & SAFER

AN ASSOCIATION INCLUDING A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
3974 WOODCOCK DRIVE, SUITE 100  
JACKSONVILLE, FLORIDA 32207  
(904) 396-5321  
FAX (904) 396-5730

FRED TROMBERG\*  
ELIOT J. SAFER, P.A.  
DEBORAH L. GREENE  
\*BOARD CERTIFIED CIVIL TRIAL LAWYER

ERIC SMITH  
OF COUNSEL

February 17, 1997

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

Re: Media Products of South Florida, Inc.

Gentlemen:

Enclosed herewith are Articles of Incorporation for Media Products of South Florida, Inc., to be filed in your office.

We enclose our office check to cover the following costs:

Filing and Indexing	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
	\$122.50

Please return the certified copy and other documents to our office.

Thank you for your courtesy in this matter.

Very truly yours,



Eliot J. Safer

EJS:saj  
Enclosures

cc: Mr. Stuart J. Triebwasser

FILED  
FEB 18 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MEDIA PRODUCTS OF SOUTH FLORIDA, INC.

The undersigned, acting as Incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this Corporation shall be Media Products of South Florida, Inc. The mailing address of this Corporation shall be 8301 Cypress Plaza Drive, Suite 107, Jacksonville, Florida 32256.

ARTICLE II

Term of Existence

The duration of this Corporation is to be perpetual.

ARTICLE III

Purposes

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

Stock Clause

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 5,000 shares of common stock, each with a par value of One Dollar (\$1.00).

ARTICLE V

Initial Board of Directors

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Stuart J. Triebwasser  
8301 Cypress Plaza Drive, Suite 107  
Jacksonville, FL 32256

Jay W. Mathis  
10405 N.W. 5th Court  
Plantation, FL 33324

ARTICLE VI

Incorporator

The name and address of the person signing these Articles is:  
Eliot J. Safer, 3974 Woodcock Drive, Suite 100, Jacksonville,  
FL 32207.

ARTICLE VII

Pre-emptive Rights

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares)

of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

#### ARTICLE VIII

##### Interested Directors

A. No contract of other transaction between a corporation and one or more of its Directors, or between a corporation and any other corporation, firm, association or other entity in which one or more of its Directors are Directors or Officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors are present at the meeting of the Board, or of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purpose:

(1) If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested Director or Directors; or

(2) If such common directorship, officership or financial interest is disclosed or known to the Shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the Shareholders;

(3) If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the Board, a Committee which approves such contract or transaction.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a Committee which approves such contract or transaction.

## ARTICLE IX

### Long Term Employment Contract

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Charter or by-law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE X

Director Reliance on Corporate Records

A Director shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of ample value.

ARTICLE XI

Initial Registered Office and Registered Agent

The address of the initial registered agent of this Corporation is 3974 Woodcock Drive, Suite 100, Jacksonville, FL 32207. The name of the initial registered agent of this Corporation of that address is Eliot J. Safer.

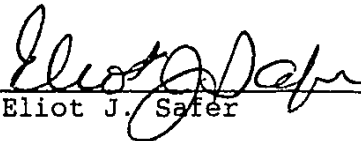
ARTICLE XII

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Each Amendment shall be approved by the Board of Directors and proposed by them to the Shareholders, and approved at a Shareholder's meeting unless all the Directors and all the

Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation are made. All rights conferred on Shareholders herein are granted subject to this reservation.

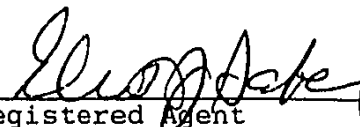
IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truths of the facts herein stated, this 14 day of February, 1997.

  
\_\_\_\_\_  
Eliot J. Safer

ACKNOWLEDGEMENT OF REGISTERED AGENT

Said Registered Agent named in ARTICLE XI hereof, has executed the following acknowledgement accepting said office and agreeing to comply with the provision of Chapter 49.091, Florida Statutes:

I, Eliot J. Safer, having been named to accept service of process for the above stated Corporation, at the place designated in ARTICLE XI hereof, hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Registered Agent



STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Eliot J. Safer, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Jacksonville, County and State aforesaid, this 14th day of February, 1997.

Sandra L. Jones  
Notary Public, State of Florida  
My Commission Expires: 7-22-98



SANDRA L. JONES  
My Commission CC302070  
Expires Jul. 22, 1998  
Bonded by HAI  
800-422-1688

FILED  
97 FEB 18 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA