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February 6, 1997

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/17/97--01102--003
122.50 *122.50

Re: GOLD COAST MEDIA GROUP, INC.
My file number: 7682

Gentlemen:

Enclosed you will find an original and two copies of the Articles of Incorporation and Certificate of Registered Agent executed by the Incorporator and Registered Agent for the Corporation, GOLD COAST MEDIA GROUP, INC.

Please forward the Charter, together with the stamped copy of the Articles and Certificate of Registered Agent to me at my office as soon as possible.

Also enclosed is our check in the amount of \$122.50 to cover the filing fee for the incorporation.

Thank you in advance for your assistance and cooperation in this matter.

Sincerely yours,

Robert M.W. Shalhoub

RMWS/lmw/7682/1.ltr
Enclosures
cc: Client

FILED
97 FEB 17 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4
2-19-97

ARTICLES OF INCORPORATION
OF
GOLD COAST MEDIA GROUP, INC.

FILED
97 FEB 17 PM 2:15
SECRET
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be: GOLD COAST MEDIA GROUP, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is:

1. To engage in any activities or business permitted under the laws of the United States and the State of Florida.
2. To do such other things as are incidental to the foregoing, or necessary or desirable, in order to accomplish the foregoing, including borrowing or raising money for any purpose of the corporation, securing same, mortgaging all or any part of the corporate property, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record and by not more than ten (10) persons. Stock will be issued and transferred only to: 1) natural persons; 2) estates, or 3) a trust as described in 26 U.S.C.S., Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE VI

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. If the corporation fails or refuses to make satisfactory arrangements for the purchase of such shares within ninety (90) days from the written notice thereof, the stockholder shall have the right to dispose of his shares as he may see fit.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation".

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is: **MARJORIE E. BROUGHTON**, 211 Murray Road, West Palm Beach, Florida 33405.

The principal office and the mailing address of the corporation is:
211 Murray Road, West Palm Beach, Florida 33405.

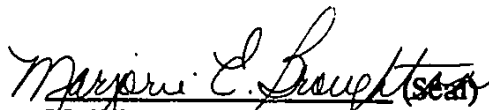
ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:
MARJORIE E. BROUGHTON, 211 Murray Road, West Palm Beach, Florida 33405.

ARTICLE IX - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is:
MARJORIE E. BROUGHTON, 211 Murray Road, West Palm Beach, Florida 33405.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of February, 1997.

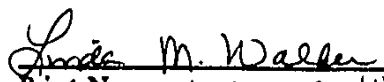

MARJORIE E. BROUGHTON

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 11th day of February, 1997
by **MARJORIE E. BROUGHTON**, who is personally known to me or who has produced
FLA. D/L B623-545-971 as identification and who did take an oath.

(SEAL)




Print Name: LINDA M. WALKER
Notary Public
Serial Number: CC 260028
Expiration date of commission:

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

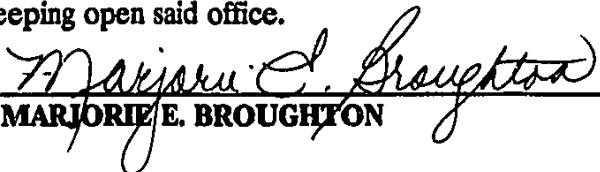
CERTIFICATE OF REGISTERED AGENT
OF
GOLD COAST MEDIA GROUP, INC.

FILED
91 FEB 17 PM 2:15
SECRETARY OF STATE, FLORIDA
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 211 Murray Road, West Palm Beach, Florida 33405, has named **MARJORIE E. BROUGHTON** as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in this Certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law in keeping open said office.


MARJORIE E. BROUGHTON