

P970000 20218

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RECEIVED  
 97 MAR -5 AM 10:14  
 DIVISION OF CORPORATION

RE: Floyd Media, Inc.

☒ Capital Express™  
☐ Art. of Inc. File  
☐ Corp. Record Search  
☐ Ltd. Partnership File  
☐ Foreign Corp. File  
☒ ( ) Cert. Copy(s)

☐ Art. of Amend. File  
☐ Dissolution/Withdrawal  
☐ C U S-  
☐ Fictitious Name File

☐ Name Reservation  
☐ Annual Report/Statement  
☐ Reg. Agent Service  
☐ Document Filing

☐ Corporate Kit  
☐ Vehicle Search  
☐ Driving Record  
☐ Document Retrieval

☐ UCC 1 or 3 File  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ File No.'s \_\_\_\_\_ Copies \_\_\_\_\_  
☐ Courier Service \_\_\_\_\_  
☐ Shipping/Handling  
☐ Phone ( ) \_\_\_\_\_  
☐ Top Priority \_\_\_\_\_  
☐ Express Mail Prep. \_\_\_\_\_  
☐ FAX ( ) \_\_\_\_\_ pgs. \_\_\_\_\_

SUBTOTALS \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED  
 DATE 3-5-97  
 TIME 9:30  
 BY DR

WALK IN  
 Will Pick Up \_\_\_\_\_

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

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

FILED  
97 MAR -5 PM 12:46  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

**ARTICLE I**  
**Name and Address**

The name of the Corporation shall be **FLOYD MEDIA, INC.**, and its mailing address is 500 South Florida Avenue, Suite 600, Lakeland, Florida 33801.

**ARTICLE II**  
**Purpose and Powers**

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III**  
**Term of Existence**

The Corporation shall have perpetual existence.

**ARTICLE IV**  
**Capital Stock**

The authorized capital stock of the Corporation shall be 1,000,000 shares of common stock having a par value of .01¢ per share.

**ARTICLE V**  
**Board of Directors**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one Director, whose name and address is:

CHRISTOPHER J. FLOYD  
500 South Florida Avenue, Suite 600  
Lakeland, FL 33801

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

#### ARTICLE VI

##### Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation pursuant to §§607.0205 and 607.0206 *Florida Statutes* following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

#### ARTICLE VII

##### Amendments

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

#### ARTICLE VIII

##### Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be **105 South Florida Avenue, Lakeland, Florida 33801.**

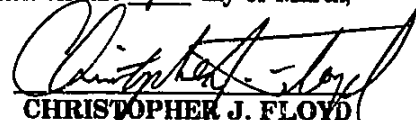
Section 2. The name of the initial registered agent of the Corporation located at said address shall be **JOHN L. MANN.**

#### ARTICLE IX

##### Incorporator

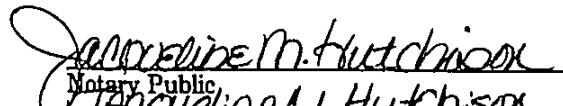
The Incorporator is **CHRISTOPHER J. FLOYD** whose address is 500 South Florida Avenue, Suite 600, Lakeland, Florida, 33801.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 4<sup>th</sup> day of March, 1997.

  
CHRISTOPHER J. FLOYD

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of March, 1997, by **CHRISTOPHER J. FLOYD**, who is personally known to me and who did/did not take an oath.

  
Notary Public  
Jacqueline M. Hutchison  
(Print or Type Notary Name)  
Commission (Serial) Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

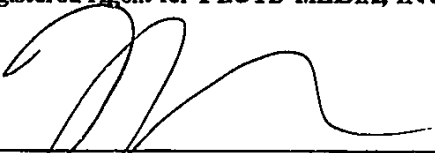
(SEAL)



JACQUELINE M. HUTCHISON  
MY COMMISSION # CC355390 EXPIRES  
March 20, 1998  
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE

I hereby accept to act as initial Registered Agent for **FLOYD MEDIA, INC.**, as stated in these Articles of Incorporation.

  
\_\_\_\_\_  
JOHN L. MANN

FILED  
97 MAR -5 PM 12:46  
TALLAHASSEE, FLORIDA