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ACCOUNT NO. : 072100000032

REFERENCE : 329024 7125411

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 14, 1997

ORDER TIME : 9:42 AM

ORDER NO. : 329024-005

CUSTOMER NO: 7125411

CUSTOMER: Ms. Page C. Patnode  
FORTUNE 21 INC.

1200 West Sr 434 #112

Longwood, FL 32750

500002141845-9  
-04/14/97-01044-001  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: SUCCESS, MEDIA, 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: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED  
97 APR 14 11:33  
TALLAHASSEE, FLORIDA

RECEIVED  
97 APR 14 AM 10:40  
TALLAHASSEE, FLORIDA

APR 14 1997

**ARTICLES OF INCORPORATION**

**OF**

**SUCCESS MEDIA, INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be **SUCCESS MEDIA, INC.** and the principal place of business shall be 1200 West State Road 434, Suite 112, Longwood, FL 32750.

**ARTICLE II - TERM OF EXISTENCE**

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE III - GENERAL PURPOSE**

The general purpose for which this Corporation is organized shall be:

(1) For any lawful purpose

(2) It is intended that this Corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida will be 1200 West State Road 434, Suite 112, Longwood, FL 32750.

The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is James S. Byrd, Jr. The Board of Directors may from time to time designate a new registered agent.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

- (1). The initial number of directors of this Corporation shall be four (4).
- (2). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one.
- (3). The name and street address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
James S. Byrd, Jr.	1200 West S.R. 434, Suite 112, Longwood, FL 32750
Peter Morris	1200 West S.R. 434, Suite 112, Longwood, FL 32750
Douglas Shane Hackett	1200 West S.R. 434, Suite 112, Longwood, FL 32750
Michael Lucas	1200 West S.R. 434, Suite 112, Longwood, FL 32750

**ARTICLE VII - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

<u>Name</u>	<u>Street Address</u>
James S. Byrd, Jr.	1200 West S.R. 434, Suite 112, Longwood, FL 32750

**ARTICLE VIII - AMENDMENT TO ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Longwood, Florida, this 4th day of April, 1997.

 (SEAL)  
JAMES S. BYRD, JR.

Having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.325 of the Florida Statutes.

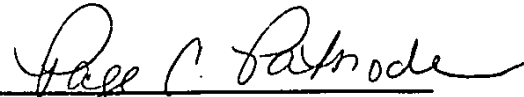
Signature: 

Date: 4/1/97

STATE OF FLORIDA  
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared JAMES S. BYRD, JR., known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of April, 1997.

  
Notary Public, State of Florida  
My Commission Expires: 4/1/98