

P9700004/577

J. MARVIN GUTHRIE, P. A.

FILED

ATTORNEY AT LAW

SUITE 101 THOMPSON EXECUTIVE CENTER

1230 MYRTLE AVENUE SOUTH

CLEARWATER, FLORIDA 34616

97 MAY -7 PM 3: 08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. MARVIN GUTHRIE  
BOARD CERTIFIED IN TAXATION

TELEPHONE  
(813) 449-1600  
FAX  
(813) 449-0081

May 1, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, FL 32301

500002169245--9  
-05/07/97--01050--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Media Directions, Inc.

Dear Sir or Madam:

Enclosed herewith for filing are the Articles of Incorporation and designation of Registered Agent for the above-referenced corporation.

Also enclosed is this firm's check made payable to your order in the amount of \$122.50 to cover the following:

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

We would appreciate your forwarding the certified copy of the Articles to this office.

Very truly yours,

J. Marvin Guthrie

JMG:scd  
Enclosures  
cc: Jeanne Brandt

OK 5/7/97

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

FILED  
97 MAY -7 PM 3: 08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**I.**

**NAME.**

The name of this corporation shall be MEDIA DIRECTIONS, INC., and the initial principal office shall be 2872 LaConcha Drive, Clearwater, Florida 34622 and the mailing address of the corporation shall be P. O. Box 17658, Clearwater, FL 34622.

**II.**

**PURPOSE**

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

**III.**

**TERM OF EXISTENCE**

This corporation shall begin existence as of the date of filing and shall exist perpetually.

**IV.**

**CAPITAL STOCK**

This corporation is authorized to issue ten thousand (10,000) shares of \$1.00 par value.

V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2872 LaConcha Drive, Clearwater, Florida 34622 and the name of the initial registered agent of this corporation at that address is Jeanne Brandt.

VI.

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Jeanne Brandt	P. O. Box 17658
	Clearwater, FL 34622

VII.

INCORPORATOR

The name and address of the person signing these Articles is:

Jeanne Brandt	P. O. Box 17658
	Clearwater, FL 34622

VIII.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

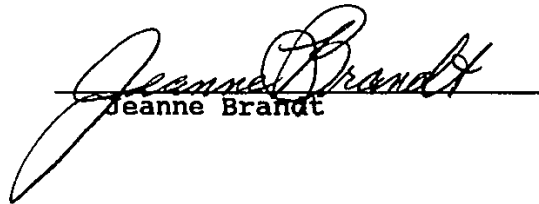
IX.

AMENDMENT

The 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 subscriber has executed these Articles of Incorporation this 30 day of

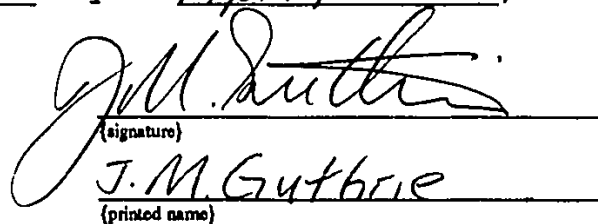
April, A.D. 1997.

  
Jeanne Brandt

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared Jeanne Brandt, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 30th day of April, A.D. 1997.

  
(signature)  
J. M. Guthrie  
(printed name)

NOTARY PUBLIC

My Commission Expires:



"OFFICIAL SEAL"

J. M. Guthrie

My Commission Expires 7/23/97  
Commission #CC 483090

J. MARVIN GUTHRIE,  
P. A.  
ATTORNEY AT LAW  
1230 MYRTLE AVENUE SOUTH  
SUITE 101  
CLEARWATER, FLORIDA 34616  
(813) 449-1800

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

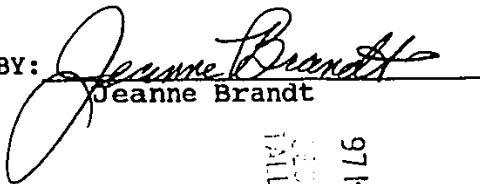
In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First -- That MEDIA DIRECTIONS, INC. desiring to organize  
under the laws of the State of Florida with its principal  
office, as indicated in the Articles of Incorporation at City  
of Clearwater, Florida, County of Pinellas, State of Florida,  
has named Jeanne Brandt, 2872 LaConcha Drive, P. O. Box 17658,  
Clearwater, Florida 34622, County of Pinellas, State of  
Florida, as its agent to accept service of process within this  
state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the  
above stated corporation, at place designated in this  
certificate, I hereby accept to act in this capacity, and  
agree to comply with the provision of said Act relative to  
keeping open said office.

BY:

  
Jeanne Brandt

FILED  
97 MAY -7 PM 3:08  
TALLAHASSEE, FLORIDA