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LAW OFFICES OF

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Telephone  
(813)578-6138

March 31, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
St. Petersburg, FL 32314

Re: Witness Media, Inc., new charter

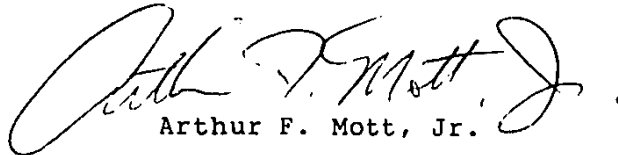
Greetings:

Please find enclosed the above referenced new charter, an acceptance by the registered agent, and my client's check, payable to your order in the amount of \$122.50.

Please file this charter as a new Florida corporation and send a certified copy of the charter to me at the address indicated above.

Thank you for your attention to this matter.

Sincerely,

  
Arthur F. Mott, Jr.

enclosures

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CLERK OF STATE  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE I

**NAME** - The name of the corporation is **WITNESS MEDIA, INC.**, whose mailing address is 426 Palm Avenue North, #9, St. Petersburg, Florida 33707.

ARTICLE II

**DURATION** - The term of existence of the corporation is perpetual.

ARTICLE III

**PURPOSE** - The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

**CAPITAL STOCK** - The aggregate number of shares which the corporation has authority to issue is FIVE HUNDRED (500), which shall be common shares having no par value.

ARTICLE V

**PREEMPTIVE RIGHTS** - Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI

**COMMENCEMENT OF EXISTENCE** - This corporation shall be deemed to commence its existence as of the date these articles are filed with the Florida Department of State.

ARTICLE VII

**REGISTERED OFFICE AND AGENT** - The street address of the initial registered office of the corporation is 426 Palm Avenue North, #9, St. Petersburg, Florida 33707, and the name of the initial registered agent at such address is DOUGLAS G. TOWNE.

ARTICLE VIII

**DIRECTORS** - The board of directors of the corporation shall consist of at least one (1) and not more than nine (9) members. The name and address of the first director is: DOUGLAS G. TOWNE, 426 Palm Avenue North, #9, St. Petersburg, Florida 33707.

ARTICLE IX

**SUBSCRIBER** - The name and address of the subscriber to these Articles of Incorporation is: DOUGLAS G. TOWNE, 426 Palm Avenue North, #9, St. Petersburg, Florida 33707.

IN WITNESS WHEREOF, the undersigned has hereunto signed his hand and seal on this 27<sup>th</sup> day of ~~February~~ May, 1997.



DOUGLAS G. TOWNE, Subscriber

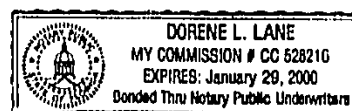
STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared DOUGLAS G. TOWNE, who produced is State of Florida identity card as identification, who acknowledged that he has read and signed the foregoing Articles of Incorporation freely and voluntarily, for the purposes therein expressed and he did not take an oath.

Witness my signature and seal of office this 27<sup>th</sup> day of ~~Feb-~~ May, 1997.



, Notary Public



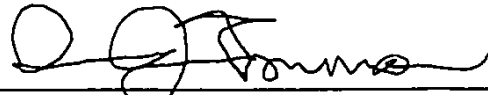
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DIVISION OF CORPORATE AFFAIRS

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as the registered agent for WITNESS MEDIA, INC., in the foregoing Articles of Incorporation, agrees to accept this position and to maintain the registered office designated in the foregoing Articles of Incorporation and to fulfill all the duties and responsibilities of a registered agent as required by law.

Witness my signature this 27<sup>th</sup> day of ~~February~~<sub>May</sub>, 1997.



DOUGLAS G. TOWNE, Registered Agent

