

**P97000045530**  
**ATKINSON, DINER, STONE & MANKUTA, P.A.**

ATTORNEYS AT LAW

WILSON C. ATKINSON, III  
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ADELE I. STONE \*  
DAVID B. MANKUTA  
EDWARD HEILBRONNER \*\*  
LAWRENCE M. PLOUCHA  
MARK A. COEL \*\*\*  
BERNARD C. PESTCOE  
RICHARD B. SABRA  
PATRICK J. NEWTON \*  
KIMBERLY HALL DOYLE

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

May 16, 1997

POST OFFICE DRAWER 2088  
1946 TYLER STREET  
HOLLYWOOD, FLORIDA 33022-2088  
TELEPHONE (954) 925-5501  
MIAMI (305) 944-1882  
BOCA RATON (561) 429-3882  
TELEFAX (954) 920-2711

\* BOARD CERTIFIED IN REAL ESTATE  
\*\* BOARD CERTIFIED IN TAXATION  
\*\*\* BOARD CERTIFIED IN HEALTH LAW

Department of State of the State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**EFFECTIVE DATE**  
5-16-97

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-05/20/97--01093--003  
\*\*\*\*245.00 \*\*\*\*122.50

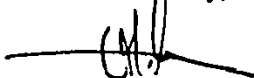
Re: **TransAmerica Media Holdings, Inc. and  
TransAmerica Market Services, Inc.**

Dear To Whom It May Concern:

Enclosed are an original and one copy each of Articles of Incorporation of TransAmerica Media Holdings, Inc. and TransAmerica Market Services, Inc. Also enclosed is our firm's check #77449 in the amount of \$245, for the filing, certified copy and registered agent designation fees for both corporations. Please forward a certified copy of the Articles of Incorporation for each corporation to me.

Please contact me if there are any questions.

Sincerely,



L.M. Ploucha

LMP/nlc  
Enclosures

FILED  
97 MAY 20 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nlc 5/22/97

**EFFECTIVE DATE**  
5-16-97

**ARTICLES OF INCORPORATION  
OF  
TRANSAMERICA MEDIA HOLDINGS, INC.**

**ARTICLE I.**

**CORPORATE NAME**

The name of this Corporation shall be:

**TRANSAMERICA MEDIA HOLDINGS, INC.**

**ARTICLE II.**

**MAILING ADDRESS AND PRINCIPAL OFFICE**

The Corporation's mailing and principal office address is:

7700 North Kendall Drive  
Suite 804  
Miami, Florida 33156

**ARTICLE III.**

**NATURE OF CORPORATE BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE IV.**

**CAPITAL STOCK**

This Corporation is authorized to issue a maximum of seven thousand five hundred (7,500) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**FILED**  
**97 MAY 20 AM 10:26**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

ARTICLE V.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

L.M. Ploucha, Esq.  
c/o Atkinson, Diner, Stone & Mankuta, P.A.  
1946 Tyler Street  
Hollywood, FL 33020

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

Name	Address
JOSE DEL CUETO	7700 North Kendall Drive Suite 804 Miami, Florida 33156
CYNTHIA DEL CUETO	7700 North Kendall Drive Suite 804 Miami, Florida 33156

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation are as follows:

Incorporator

Address

L.M. PLOUCHA

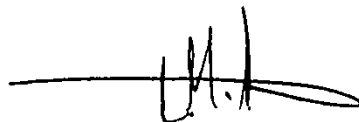
c/o Atkinson, Diner, Stone &  
Mankuta, P.A.  
1946 Tyler Street  
Hollywood, Florida 33020

ARTICLE IX.

COMMENCEMENT DATE

Corporate existence will commence on May 16, 1997.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



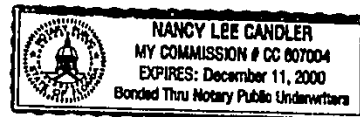
L.M. PLOUCHA

(SEAL)

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 16th day of May, 1997, by  
L.M. PLOUCHA, who is personally known to me.

Nancy Lee Candler  
Notary Public, State of Florida  
at Large



The undersigned hereby accepts the foregoing designation as initial Registered Agent and  
agrees to comply with the provisions of law applicable to said designation.

[Signature]  
L.M. PLOUCHA

FILED  
97 MAY 20 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA