

P970000062957
LAW OFFICE OF
JOSEPH G. BYWATER
FILED

P.O. DRAWER 2807
LAKELAND, FLORIDA 33806-2807

97 JUL 17 PM 3:02
PHONE: 941/686-5109

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 15, 1997.

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/18/97--01063--007
*****70.00 *****70.00

Re: Dave Kirby Productions, Inc.

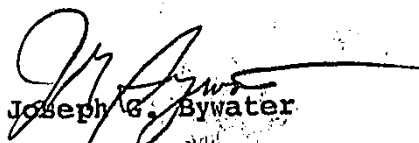
Dear Sir:

Enclosed are the Articles of Incorporation regarding the above
to be filed and one copy to be returned to me.

Further enclosed is my check in the sum of \$70.00, representing
the following:

Filing Fee	\$ 35.00
Filing of Registered Agent	35.00

Sincerely,


Joseph G. Bywater
JGB/mc

Enclosures

c: Mr. Dave Kirby

PA
7/21/97

FILED

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ARTICLES OF INCORPORATION
OF
DAVE KIRBY PRODUCTIONS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Dave Kirby Productions Inc. and the business address of this corporation is 733 Carpenters Way, Lakeland, Florida 33809.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes: radio production, media activity, voice work and any other lawful business.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 2000 E. Edgewood Drive, Suite 108B, Lakeland, Florida, 33803, and the name of the initial registered agent of this corporation at that address is: Joseph G. Bywater.

Article VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws. The name(s) and address(es) of the initial director(s) of this corporation are:


David D. Kirby
733 Carpenters Way
Lakeland, Florida 33809

Carl C. Dockery
Post Office Box 2477
Lakeland, Florida 33806

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Joseph G. Bywater, 2000 E. Edgewood Drive, Suite 108 B, Lakeland, Florida, 33803.

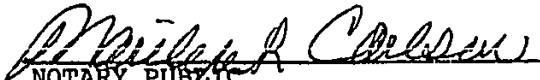
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this the 15th day of July, 1997.


JOSEPH G. BYWATER

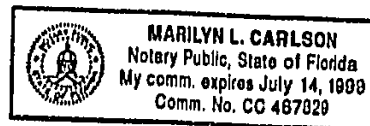
STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Joseph G. Bywater, whose signature is being notarized, who is personally known to me, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal at Lakeland, Polk County, Florida, this the 15th day of July, 1997.


NOTARY PUBLIC

Commission Expires
Commission Number
Notary Seal



FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

97 JUL 17 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT DAVE KIRBY PRODUCTIONS, INC.
WITH ITS PLACE OF BUSINESS AT: LAKE LAND, POLK COUNTY, FLORIDA
HAS NAMED: JOSEPH G. BYWATER
LOCATED AT: 2000 E. EDGWOOD DRIVE - SUITE 108B
CITY OF LAKE LAND, STATE OF FLORIDA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE
DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Date: 7/15/97


Joseph G. Bywater
Registered Agent