P97000065603



| ACCOUNT NO. : 0 | 72100000032 |
|-----------------|-------------|
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REFERENCE: 468212

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: July 18, 1997

ORDER TIME : 3:07 PM

ORDER NO. : 468212-005

000002243380~~9

CUSTOMER NO: 9946A

CUSTOMER: H. Charles Woerner, Jr., Esq

WOERNER & PARSONS

2001 South Ridgewood Avenue

South Daytona, FL 32119

DOMESTIC FILING

NAME:

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

222,017)

W97-16838

N97.16838



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 22, 1997

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: SMR, INC. Ref. Number: W97000016838 RESUBMIT

Please give original submission date as file date.

We have received your document for SMR, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie Corporate Specialist Supervisor

Letter Number: 697A00037084

97 JUL 23 PH 12: 25

ARTICLES OF INCORPORATION 21 Pil 1: 15

OF

TMZ, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TMZ, INC.

The address of the principal office of this corporation shall be 2001 South Ridgewood Avenue, South Daytona, Florida 32119, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$10.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 21, 1997.

CORPORATION SERVICE COMPANY

y: Necosaur No. zarapysom

It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Alborah M. Skipper

It's Agent, Deborah D. Skipper

MKE/wce