

P97000065870

7-22-97

Dear Sir,

Enclosed are the Articles of Incorporation. Please
return one certified copy. Enclosed is \$122.50
for the necessary fees.

Yours,
Michael Lang

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-07/28/97-01148-003
****122.50 ****122.50

Michael Lang

5513 Ruby Lane

Sarasota, FL 34231

FILED
97 JUL 28 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ON 7-20-97

ARTICLES OF INCORPORATION
OF
DALTON MEDIA CORPORATION

FILED
97 JUL 28 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name. The name of this Corporation is: DALTON MEDIA CORPORATION.

ARTICLE II

Business and Activities. This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar and NO/100 (\$1.00) Dollars per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This Corporation shall have perpetual existence.

ARTICLE V

Initial Registered Office Agent. The street address of the initial registered office of this Corporation is 5513 Ruby Place, City of Sarasota, County of Sarasota, State of Florida, 34231 and the name of the initial registered agent of this Corporation at that address is Michael Lang.

Article VI

Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall not have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

Number of Directors. The Board of Directors of this Corporation shall consist of two(2) Directors. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude a Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors. The name and street address of the members of this Corporation's first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael Lang	5513 Ruby Place, Sarasota, FL 34231
Fendell Pillsbury	5513 Ruby Place, Sarasota, FL 34231

ARTICLE IX

Subscribers. The name, street address, and subscription rights of each subscriber to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Michael Lang	5513 Ruby Place Sarasota, FL 34231	100 Shares
Fendell Pillsbury	5513 Ruby Place Sarasota, FL 34231	100 Shares

ARTICLE X

Incorporator. The name and street address of the Incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael Lang	5513 Ruby Place, Sarasota, FL 34231

ARTICLE XI

Registered Agent and Principal Address. The registered agent of this corporation is Michael Lang and the registered agent and corporate principal address is 5513 Ruby Place, Sarasota, FL 34231.

ARTICLE XII

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE XIII

Amendment. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has under the laws of the State of Florida this 22 day of July, 1997.

Michael Lang (Seal)
Michael Lang

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the obligations of my position as registered agent.

Dated 7-22-97

Michael Lang
Michael Lang
Registered Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, personally appeared Michael Lang, to me known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 22 day of July, 1997.

Beth Stoner
Notary Public, State of Florida

My Commission Expires: _____



BETH STONER
My Commission CC480526
Expires Jul. 13, 1999
Bonded by ANB
800-852-5870

Produced Florida Drivers License

FILED
97 JUL 28 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA