

997000071727  
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August 15, 1997

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: THEATER RADIO NETWORK, INC.

000002269610--8  
-08/18/97--01075--007  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-captioned proposed Florida corporation. Also enclosed is our check payable to your order in the amount of \$122.50 to cover the cost of the following:

Filing fee	\$ 35.00
Certified copy of Articles	\$ 52.50
Registered Agent fee	<u>\$ 35.00</u> \$122.50

Please file the Articles of Incorporation and forward a certified copy to us.

Very truly yours,



Steven M. Fishman

Enclosures

AL AUG 19 1997

FILED  
97 AUG 18 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THEATER RADIO NETWORK, INC.**

**FILED**  
97 AUG 18 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I  
Name of Corporation**

The name of this corporation shall be:

THEATER RADIO NETWORK, INC.

**ARTICLE II  
Nature of Business**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States of America and this State.

**ARTICLE III  
Capital Stock**

The maximum number of shares this Corporation is authorized to issue is One-Thousand (1,000) shares, of One (\$1.00) Dollar par value, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE IV  
Initial Capital**

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

**ARTICLE V**  
**Term of Existence**

This corporation is to exist perpetually.

**ARTICLE VI**  
**Principal Place of Business**

The initial street address in this state of the principal office of this corporation is: 4900 Creekside Drive, Suite E, Clearwater, FL 33760. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

**ARTICLE VII**  
**Directors**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

JEFF ARTHUR  
4900 Creekside Drive, Suite E  
Clearwater, FL 33760

**ARTICLE VIII**  
**Incorporator**

The name and address of the person signing these Articles of Incorporation is:

JEFF ARTHUR  
4900 Creekside Drive, Suite E  
Clearwater, FL 33760

**ARTICLE IX**  
**Designation of Registered Agent**

The initial designation of the Registered Office of this corporation shall be 3135 S.R. 580, Suite 11, Safety Harbor, FL 34695 and the Registered Agent shall be Steven M. Fishman, Attorney At Law, to accept service of process within this State until changed according to law.

**ARTICLE X**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

**ARTICLE XI**  
**Commencement of Corporate Existence**

The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

**ARTICLE XII**  
**Indemnification**

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation on this 14<sup>th</sup> day of August, 1997.

  
\_\_\_\_\_  
JEFF ARTHUR

**FILED**

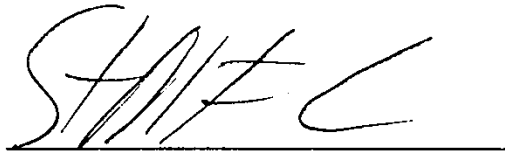
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**ACCEPTANCE BY REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STEVEN M. FISHMAN does hereby accept the designation of Registered Agent and states that he is familiar with, and accepts, the obligations provided for in 607.325, Florida Statutes.

DATED this 15 day of August, 1997.

A handwritten signature in black ink, appearing to read 'SMF', is written over a horizontal line.

STEVEN M. FISHMAN, ESQ.