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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~JOHANNY C RODRIGUEZ~~

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: PICANO MEDIA CO.

AUDIT NUMBER.....H97000013679

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

EFFECTIVE DATE

Article I. Name

8-19-97

The name of this Florida corporation is:
PICANO MEDIA CO.

Article II. Address

The mailing address of the Corporation is:
PICANO MEDIA CO.
P.O. Box 211481
Royal Palm Beach FL 33421

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Arthur G. Wroble
1615 Forum Place, Suite 200
West Palm Beach FL 33401

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

John A. Picano, Jr.

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Arthur G. Wroble | FL Bar Member 167030
Arthur G. Wroble, P.A.
1615 Forum Place, Suite 200
West Palm Beach FL 33401
561-688-9918

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Arthur G. Wroble
Arthur G. Wroble, P.A.
1615 Forum Place, Suite 200
West Palm Beach FL 33401

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 19, 1997.

The undersigned incorporator executed these Articles of Incorporation on August 19, 1997.



ARTHUR G. WROBLE
Kara O'Donnell as attorney-in-fact

Arthur G. Wroble I FL Bar Member 167030
Arthur G. Wroble, P.A.
1615 Forum Place, Suite 200
West Palm Beach FL 33401
561-688-9918

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
PICANO MEDIA CO.

REGISTERED AGENT/OFFICE:
Arthur G. Wroble
1615 Forum Place, Suite 200
West Palm Beach FL 33401

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ARTHUR G. WROBLE
Kara O'Donnell as attorney-in-fact

Date: August 19, 1997

Arthur G. Wroble | FL Bar Member 167030
Arthur G. Wroble, P.A.
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West Palm Beach FL 33401
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