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ACCOUNT NO. : 072100000032

REFERENCE : 599641 4387878

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : November 13, 1997

ORDER TIME : 10:35 AM

ORDER NO. : 599641-005

CUSTOMER NO: 4387878

CUSTOMER: John P. Morrissey, Esq
BOYES & FARINA, P.A.

400002346264--7

Suite 900
1601 Forum Place
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: COMPASS MEDIA INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 13 PM 12:56

FILED
97 NOV 13 PM 1:39
DIVISION OF CORPORATIONS
gp 11/13/97

ARTICLES OF INCORPORATION
OF
COMPASS MEDIA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 13 PM 12:56

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation for such corporation.

Article I -- Name

The name of this corporation shall be COMPASS MEDIA, INC.

Article II -- Duration

The period of duration of this corporation is perpetual.

Article III -- Purpose

The purposes for which this corporation is organized are to engage in any activity or business permitted under the laws of the United States of America or of the State of Florida.

Article IV -- Authorized Shares

The aggregate number of shares that this corporation shall have the authority to issue six thousand (6,000) shares of capital stock with at least a nominal value per share.

An initial issue of two thousand (2,000) shares of the capital stock of this corporation shall be issued for a nominal cash value per share.

The sum of the value of all shares of capital stock of this corporation that have been issued shall be the stated capital of this corporation at any particular time.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the board of directors, dividends payable in either cash, in property or in shares of the capital stock of this corporation.

The shares of this corporation are not to be divided into classes.

This corporation is not authorized to issue shares in series.

Article V -- Registered Agent

The initial street address of the initial registered office of this corporation is 1601 Forum Place, Suite 900, West Palm Beach, Florida 33401, and the name of the initial registered agent at such address is JOHN P. MORRISSEY.

Article VI -- Directors

The initial board of directors of this corporation shall consist of two (2), who need not be residents of the State of Florida or shareholders of this corporation.

The names and addresses of the persons who shall serve as directors of this corporation until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows: ALBERT PIECHOTTA, 7065 High Sierra Circle, West Palm Beach, Florida 33411; and SHARON WOOD, 10 Harwood Drive, Madison, New Jersey 07940.

Article VII -- Incorporators

The names and addresses of the initial incorporators of this corporation are as follows: ALBERT PIECHOTTA, 7065 High Sierra Circle, West Palm Beach, Florida 33411; and SHARON WOOD, 10 Harwood Drive, Madison, New Jersey 07940.

Article VIII -- Voting Requirement

An affirmative vote of two-thirds (2/3) of the shares of this corporation shall be required for any shareholder action.

Article IX -- Adoption and Amendment

The shareholders of this corporation shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders' meeting, with a vote of not less than two-thirds (2/3) of the shares of this corporation.

Article X -- Preemptive Rights

The holders of the capital stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the board of directors, such of the shares of the stock of this corporation as may be issued for money, property or services, from time to time, in addition to that stock which is authorized and issued by this corporation. The preemptive rights of any holder shall be determined by the ratio of the authorized and issued shares of capital stock held by the holder to all of the shares of capital stock currently authorized and issued.

Article XI -- Principal Office

The address of the principal office of this corporation is 7065 High Sierra Circle, West Palm Beach, Florida 33411.

Article XII -- Cumulative Voting

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, and to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the president or vice president of this corporation not less than twenty four (24) hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his or her vote at said election.

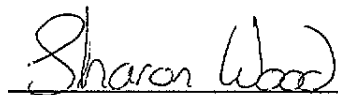
IN WITNESS WHEREOF, the undersigned have executed these articles of incorporation at West Palm Beach, Palm Beach County, Florida, the _____ day of October, 1997.



ALBERT PIECHOTTA,
Incorporator

Date

11/2/97



SHARON WOOD,
Incorporator

Date

11/10/97

OATH AND ACCEPTANCE OF RESIDENT AGENT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 13 PM 12:56

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared JOHN P. MORRISSEY
(hereinafter referred to as "Affiant"), who upon being duly sworn, deposes and says as follows:


1. The Affiant has been designated as the registered agent of COMPASS MEDIA, INC.,
pursuant to the Articles of Incorporation for that corporation which were executed at West Palm
Beach, Palm Beach County, Florida, on November 10, 1997.
2. The Affiant's residence and mailing address is 1601 Forum Place, Suite 900, West
Palm Beach, Florida 33401.
3. The Affiant is familiar with and accepts the obligations under Section 607.0505 of the
Florida Statutes in connection with his designation as the registered agent of COMPASS MEDIA,
INC.

FURTHER AFFIANT SAYETH NOT.



JOHN P. MORRISSEY, Affiant

SWORN TO and subscribed before me on this 12th day of November, 1997, by JOHN P.
MORRISSEY, who is personally known to me or produced a valid Florida driver's license as
identification and who did take an oath.



NOTARY PUBLIC
Print Name: Donna M. French
My Commission Number: CC467309
My Commission Expires: 5-24-99