

LAW OFFICES
PURDY & FLYNN, P.A.

H. MARK PURDY*
ROSE-ANN FLYNN
PATRICK H. GONYEA

MICHAEL S. INSLER, M.D., J.D., FCLM (OF COUNSEL)

1107 SOUTHEAST FOURTH AVENUE
FORT LAUDERDALE, FLORIDA 33316
TELEPHONE (954) 356-0008
TELECOPIER (954) 356-0017

*ALSO ADMITTED IN HAWAII

P970000 97551
November 13, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

60000234566--2
-11/13/97--01004--007
*****70.00 *****70.00

Re: Palm Beach Media, Inc.

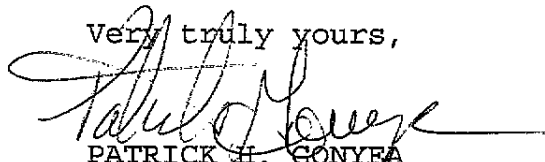
Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for Palm Beach Media, Inc. Also enclosed you will find my this firm's check made payable to the Secretary of State in the amount of \$70.00 representing the fees to incorporate this company.

Please return confirmation to this office once these Articles of Incorporation are filed.

Thank you for your attention to this matter and should you have any questions, please do not hesitate to contact this office.

Very truly yours,


PATRICK H. GONYEA
For the Firm

PHG:lr
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 13 AM 9:01

RP
11-17-97

ARTICLES OF INCORPORATION

OF

PALM BEACH MEDIA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 NOV 13 AM 9:01

The undersigned subscribers to these Articles of Incorporation, being natural persons over the age of eighteen years and competent to contract, hereby present these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is PALM BEACH MEDIA, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation is:

- a. To engage in every phase and aspect of advertising.
- b. To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific

purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 7,500 shares of common stock at a par value of \$1.00 per share. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, other than stock or securities, in lieu thereof, at a just valuation to be fixed by the Board of Directors of this corporation. Minimum capital with which this corporation shall begin business is Five Hundred (\$500.00) Dollars.

ARTICLE IV. TERMS OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial address of the principal office of the corporation in the State of Florida is 8122 Glades Road, Suite 326, Boca Raton, Florida, 33434. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial Registered Agent of this corporation is PATRICK H. GONYEA, 1107 Southeast Fourth Avenue, Fort Lauderdale, Florida, 33316.

ARTICLE VII. DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than two, and subject to such minimum may

be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be two.

ARTICLE VII. INITIAL DIRECTOR

The name and street address of the members of the first Board of Directors is:

FRANK BIONDO, D.D.S.	8122 Glades Road Suite 326 Boca Raton, FL, 33434
ROSEANN CALLARA	8122 Glades Road Suite 326 Boca Raton, FL 33434

ARTICLE IX. SUBSCRIBERS

The name and street address of each person signing the Articles of Incorporation as a subscriber is:

FRANK BIONDO, D.D.S. 40% Shareholder	8122 Glades Road Suite 326 Boca Raton, FL, 33434
ROSEANN CALLARA 60% Shareholder	8122 Glades Road Suite 326 Boca Raton, FL 33434

ARTICLE X. OFFICERS

The name and street address of the Officers of the Corporation is:

FRANK BIONDO, D.D.S. President	8122 Glades Road Suite 326 Boca Raton, FL, 33434
ROSEANN CALLARA Vice President/Treasurer	8122 Glades Road Suite 326 Boca Raton, FL 33434

ARTICLE XI. VOTING TRUSTS

No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XII. CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of the corporation, each shareholder shall be entitled to as many votes and shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XIII. CONTRACTS

No contract or other transaction between the corporation and any other corporation shall be affected by the fact that any director of the corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to or may be interested in, any contract or transaction of the corporation or in which the corporation is interested; and no contract or other transaction of the corporation with any person, firm or corporation is a party in any way connected with such person, firm or corporation and every person is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any

firm, association or corporation in which he may be in any way interested.

ARTICLE XIV. REMOVAL OF DIRECTORS

Any director of the corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XV. RESTRAINT OF ALIENATION OF SHARES

The shareholders of the corporation shall have the power to include in the By-Laws, adopted by a two-thirds majority of the stockholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of the corporation by any of its shareholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

ARTICLE XVI. ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the corporation shall have all the following powers:

a. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture, or otherwise, with any person firm or corporation.

b. To deny to the holders of the common shares of the corporation any preemptive right to purchase or subscribe to any new issues of any type, shares of the corporation and no stockholder shall have a preemptive right to subscribe to any such shares.

c. At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.

d. At its option, to purchase and acquire the shares owned and held by any shareholder who dies in accordance with the By-Laws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.



e. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) other retirement or incentive compensation plans.

ARTICLE XVII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, the subscribers executed these Articles of Incorporation this ____ day of October, 1997.


FRANK BIONDO, D.D.S.


ROSEANN CALLARA
BERTHA M. BRINSON
Notary Public, State of New York
No. 01BR4930590
Qualified in Nassau County
Commission Expires May 9, 1998

For Roseann Callara only

STATE OF FLORIDA

COUNTY OF PAUM BEACH

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared FRANK BIONDO, D.D.S., and ROSEANN CALLARA, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30 day of October, 1997.

Personally known _____ OR Produced identification ✓

Type of Identification Produced: FL Dr Lic

NOTARY PUBLIC
State of Florida at Large

Notarized signature of Frank Biundo only

Signature Maureen E Macaluso

Printed Name _____

My Commission Expires:



**CERTIFICATE PURSUANT TO FLORIDA STATUTE 48.091
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA;
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In Compliance with Florida Statute §48.091, the following is submitted:

That PALM BEACH MEDIA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Boca Raton, State of Florida, has named PATRICK H. GONYEA, 1107 Southeast Fourth Avenue, Fort Lauderdale, Florida, 33326, as its agent to accept service of process within Florida.

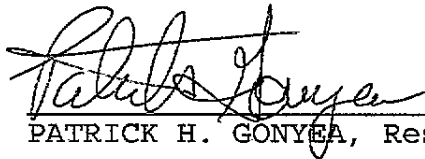
DATED this 31 day of October, 1997.



FRANK BIONDO, D.D.S., Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 31 day of October, 1997.



PATRICK H. GONYEA, Resident Agent