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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EDWARDS & ANGELL

ACCT#: 075410001517

CONTACT: REBECCA F BLACK

PHONE: (561)833-7700

FAX #: (561)655-8719

NAME: ROOT MEDIA GP, INC.

AUDIT NUMBER.....H97000021070

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

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION
OF
ROOT MEDIA GP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be Root Media GP, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes which the corporation shall be authorized to issue is Ten Thousand (10,000) shares of common stock, \$.01 par value per share.

ARTICLE IV. ADDRESS

The principal street address of the corporation is 525 Fentress Boulevard, Daytona Beach, Florida 32114 and the mailing address of the corporation is P. O. Box 2860, Daytona Beach, Florida 32120-2860.

The street address of the initial registered office of the corporation is 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480 and the name of the initial registered agent of the corporation at that address is Angell Corporate Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

CLAUDIA S. AMLIE, FLORIDA BAR NO. 0028400
EDWARDS & ANGELL, 250 ROYAL PALM WAY, STE. 300, PALM BEACH FL 33480
561-833-7700

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ARTICLE VI. DIRECTORS

This corporation shall have three (3) directors initially. The names and street addresses of the initial members of the Board of Directors are:

Chapman J. Root, II
525 Fentress Boulevard
Daytona Beach, FL 32114

James L. Devis
525 Fentress Boulevard
Daytona Beach, FL 32114

John S. Root
525 Fentress Boulevard
Daytona Beach, FL 32114

ARTICLE VII. INCORPORATOR

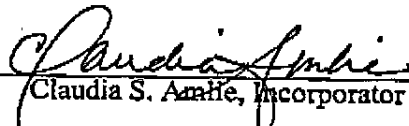
The name and address of the incorporator to these Articles of Incorporation are:

Claudia S. Amlie
Edwards & Angell
250 Royal Palm Way, Ste. 300
Palm Beach, FL 33480

ARTICLE VIII. INDEMNIFICATION

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of December, 1997.



Claudia S. Amlie, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

Root Media GP, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the Town of Palm Beach, County of Palm Beach, State of Florida, has named Angell Corporate Services, Inc., located at 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

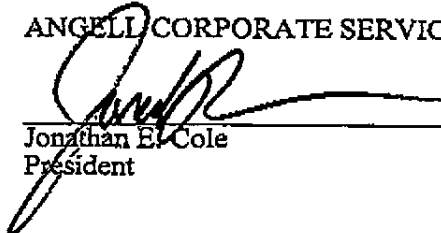
ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 22nd day of December, 1997.

ANGELL CORPORATE SERVICES, INC.

By:


Jonathan El Cole
President

Its:

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