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December 15, 1997

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: ROBERT M.W. SHALHOUB ENTERPRISES, INC.

My file number: 7795

900002379219--6  
12/22/97--01079--006  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed you will find an original and two copies of the Articles of Incorporation and Certificate of Registered Agent executed by the Incorporator and Registered Agent for the Corporation, ROBERT M.W. SHALHOUB ENTERPRISES, INC.

Please forward the Charter, together with the stamped copy of the Articles and Certificate of Registered Agent to me at my office as soon as possible.

Also enclosed is our check in the amount of \$122.50 to cover the filing fee for the incorporation.

Thank you in advance for your assistance and cooperation in this matter.

Sincerely yours,

Robert M.W. Shalhoub

RMWS/lmw/7795/State.12-15  
Enclosures

97 DEC 22 AM 8:14

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

RP  
12-24-97

**ARTICLES OF INCORPORATION**

**OF**

**ROBERT M.W. SHALHOUB ENTERPRISES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 22 AM 8:14

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 1 - CORPORATE NAME**

The name of the corporation shall be: ROBERT M.W. SHALHOUB ENTERPRISES, INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually unless dissolved according to Florida Law.

**ARTICLE III - PURPOSE**

The purpose for which the corporation is organized is:

1. To engage in any activities or business permitted under the laws of the United States and the State of Florida.
2. To do such other things as are incidental to the foregoing, or necessary or desirable, in order to accomplish the foregoing, including borrowing or raising money for any purpose of the corporation, securing same, mortgaging all or any part of the corporate property, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

#### **ARTICLE V**

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record and by not more than ten (10) persons. Stock will be issued and transferred only to: 1) natural persons; 2) estates, or 3) a trust as described in 26 U.S.C.S., Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

#### **ARTICLE VI**

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. If the corporation fails or refuses to make satisfactory arrangements for the purchase of such shares within ninety (90) days from the written notice thereof, the stockholder shall have the right to dispose of his shares as he may see fit.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation".

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is: **ROBERT M.W. SHALHOUB**, 8429 West Lake Drive, Lake Clarke Shores, Florida 33406.

The principal office and the mailing address of the corporation is:  
8429 West Lake Drive, Lake Clarke Shores, Florida 33406.

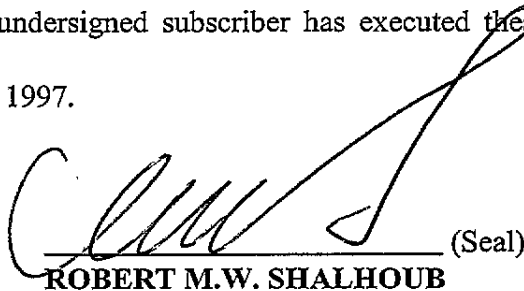
**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows: **ROBERT M.W. SHALHOUB**, 8429 West Lake Drive, Lake Clarke Shores, Florida 33406.

**ARTICLE IX - INCORPORATORS**

The name and address of the incorporator signing these Articles of Incorporation is:  
**ROBERT M.W. SHALHOUB**, 8429 West Lake Drive, Lake Clarke Shores, Florida 33406.

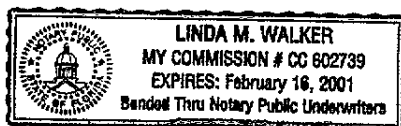
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of December, 1997.

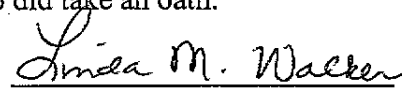
 (Seal)  
**ROBERT M.W. SHALHOUB**

STATE OF FLORIDA                     )  
   )  
COUNTY OF PALM BEACH         ) \_ \_ \_

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of December, 1997 by **ROBERT M.W. SHALHOUB**, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

(SEAL)



  
Print Name: LINDA M. WALKER  
Notary Public  
Serial Number: \_\_\_\_\_  
Expiration date of commission: \_\_\_\_\_

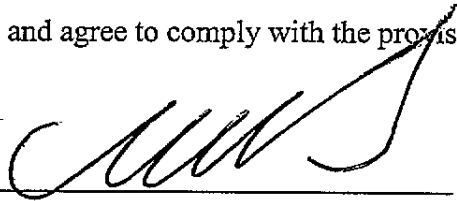
**CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT**  
**OF**  
**GOLD COAST MEDIA GROUP, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 8429 West Lake Drive, Lake Clarke Shores, Florida 33406, has named **ROBERT M.W. SHALHOUB** as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in this Certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law in keeping open said office.

  
\_\_\_\_\_  
**ROBERT M.W. SHALHOUB**