

P97000108597

PRT Media Group, Inc.  
1482 Pinebrook Drive  
Clearwater, FL 33755  
(813) 443-6672

Secretary Of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-12/26/97--01019--020  
\*\*\*\*122.50 \*\*\*\*122.50

December 23 1997

EFFECTIVE DATE  
1-1-98

RE: PRT MEDIA GROUP, INC.

To Whom It May Concern:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

PRT Media Group, Inc.

Mailing Address of Corporation  
1482 Pinebrook Drive  
Clearwater, FL 33755  
(813) 443-6672

FILED  
97 DEC 26 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten signature and date: 12/30/97*

Articles of Incorporation  
of  
**PRT Media Group, Inc.**  
(A Corporation for Profit)

FILED  
97 DEC 26 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed and delivered by the undersigned for the purpose of forming a corporation under the laws of the State of Florida.

Article I - Corporate Name

The name of this corporation is:  
PRT MEDIA GROUP, INC.

EFFECTIVE DATE  
1-1-98

Article II - Effective Date

This corporation shall have an effective date of January 1, 1998

Article III - Duration

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

Article IV - Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

Article V - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share.

Article VI - Principal Office and Initial Registered Office and Agent

The street address of the principal office which is the same as the mailing address and the initial registered office of this corporation is 1482 Pinebrook Dr., Clearwater, FL 33755 and the name of the registered agent at that address is Susan M. Fleck.

Article VII - Incorporators

The name (s) and address (es) of the incorporator (s) is/are:

Susan M. Fleck  
1482 Pinebrook Dr.  
Clearwater, FL 33755

John D. Fleck  
1482 Pinebrook Dr.  
Clearwater, FL 33755

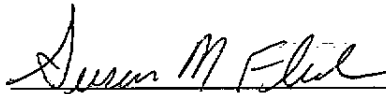
Article VIII - Management by Shareholders

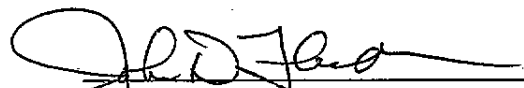
All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

Article IX - By Laws

The By-laws, agreements, resolutions, and consents of this corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 18 day of December, 1997.

  
Susan M. Fleck          Incorporator

  
John D. Fleck          Incorporator

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

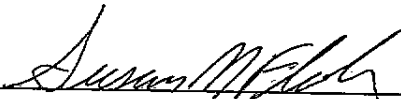
of  
PRT MEDIA GROUP, INC.

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  
1482 Pinebrook Dr., Clearwater, FL 33755  
has named

Susan M. Fleck  
located at the aforesaid address, as its Registered Agent to accept service of process within this  
state.

ACCEPTANCE BY REGISTERED AGENT

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.

  
(registered agent)

12-18-97  
(date)

FILED  
97 DEC 26 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA