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LAW OFFICES
OF
WILLIAM C. DICK
ATTORNEY AT LAW
535 NORTH MAGNOLIA AVENUE
ORLANDO, FLORIDA 32801

January 2, 1998

AREA CODE 407
TELEPHONE 425-2022
TELEFAX 425-2023

PLEASE REPLY TO:

POST OFFICE BOX 3066
ORLANDO, FLORIDA 32802

EFFECTIVE DATE
1/2/98

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

600002389456--5
-01/05/98--01059--011
****122.50 ****122.50

RE: New Media Network, Inc.

Gentlemen:

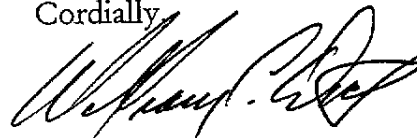
I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent fee	<u>35.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you.

Cordially,



William C. Dick

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN -5 PM 4:21

FILED

WCD:fm
enclosures

cc: Diane L. Politi
Sandra L. Daugherty
Ann G. Patrick

1/17/98 - 4pm

EFFECTIVE DATE

1/2/98

ARTICLES OF INCORPORATION
OF
NEW MEDIA NETWORK, INC.

ARTICLE I
(NAME)

The name of this corporation is New Media Network, Inc.

ARTICLE II
(COMMENCEMENT AND DURATION)

This corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III
(PURPOSE)

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
(CAPITAL STOCK)

This corporation is authorized to issue 1,000 shares of one (\$1) dollar par value common stock.

ARTICLE V
(PRINCIPAL OFFICE AND MAILING ADDRESS)

The principal place of business and mailing address of this corporation shall be:

New Media Network, Inc.
7300 Betty Street
Winter Park, Florida 32792

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VI
(INITIAL REGISTERED AGENT AND ADDRESS)**

The name and address of the initial registered agent is:

Diane L. Politi
New Media Network, Inc.
7300 Betty Street
Winter Park, Florida 32792

**ARTICLE VII
(INITIAL BOARD OF DIRECTORS)**

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law.

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Diane L. Politi	7300 Betty Street Winter Park, FL 32792
Sandra L. Daugherty	378 Vitoria Avenue Winter Park, FL 32789
Ann G. Patrick	3060 Plaza Terrace Drive Orlando, FL 32803

**ARTICLE VIII
(INCORPORATORS)**

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Diane L. Politi	7300 Betty Street Winter Park, FL 32792

ARTICLE IX
(INDEMNIFICATION)

The corporation shall indemnify any present or former officer or director, or any person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X
(AMENDMENT)

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI
(PREEMPTIVE RIGHTS)

Each shareholder of this corporation shall have the right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from this corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to this corporation within thirty (30) days of receipt of notice from this corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of January, 1998.

Diane L. Politi
Diane L. Politi

STATE OF FLORIDA:

SS

COUNTY OF ORANGE:

The foregoing Articles of Incorporation were acknowledged before me this 2nd day of January, 1998, by Diane L. Politi, and she stated to me that she executed the same freely and voluntarily for the purposes therein stated. She is personally known to me or has produced satisfactory evidence of identification pursuant to Florida Statute §117.05.



WILLIAM C DICK
My Commission CC457708
Expires May. 08, 1998
Bonded by HAI
800-422-1555

(NOTARY SEAL)

William C. Dick
(Notary Signature)

William C. Dick
(Notary Name Printed Or Typed)
NOTARY PUBLIC, STATE OF FLORIDA
Commission No.: _____

**CERTIFICATE OF REGISTERED AGENT
AND REGISTERED OFFICE
OF
NEW MEDIA NETWORK, INC.**

Pursuant to Florida Statutes, §607.0501 and §607.0505, the following is submitted in compliance with said sections:

New Media Network, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named Diane L. Politi as its Registered Agent to accept service of process within this State and who is located at the following registered office:

Diane L. Politi
New Media Network, Inc.
7300 Betty Street
Winter Park, Florida 32792

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this Certificate, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED THIS 2nd day of January, 1998.

Diane L. Politi
Diane L. Politi

STATE OF FLORIDA:

SS

COUNTY OF ORANGE:

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98 JAN -5 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing Certificate of Registered Agent and Registered Office was acknowledged before me this 2nd day of January, 1998, by Diane L. Politi, and she stated to me that she executed the same freely and voluntarily for the purposes therein stated. She is personally known to me or has produced satisfactory evidence of identification pursuant to Florida Statute §117.05.



WILLIAM C DICK
My Commission CC457708
Expires May. 08, 1999
Bonded by HAI
800-422-1555

William C. Dick
(Notary Signature)

William C. Dick
(Notary Name Printed Or Typed)
NOTARY PUBLIC, STATE OF FLORIDA
Commission No.: _____

(NOTARY SEAL)