



THE UNITED STATES
CORPORATION
COMPANY

P98000005273

ACCOUNT NO. : 072100000032

REFERENCE : 672174 4307842

AUTHORIZATION :

COST LIMIT : *Patricia Peritt*
\$ 122,500

ORDER DATE : January 16, 1998

ORDER TIME : 1:28 PM

ORDER NO. : 672174-005

CUSTOMER NO: 4307842

400002403614--3

CUSTOMER: Michael E. Goodbread, Jr., Esq
MARTIN ADE BIRCHFIELD &
MICKLER, P.A.
One Independent Dr., Ste 3000
Post Office Box 59
Jacksonville, FL 32201

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 16 PM 3:25

DOMESTIC FILING

NAME: WORLDWIDE MEDIA CONSULTANTS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
98 JAN 16 PM 2:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
1/16/98

EFFECTIVE DATE

01/15/98

ARTICLES OF INCORPORATION
OF
WORLDWIDE MEDIA CONSULTANTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 16 PM 3:25

ARTICLE I.

NAME

The name of this corporation is Worldwide Media Consultants, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 2090 Palm Beach Lakes Boulevard, Suite 300, West Palm Beach, Florida 33409.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of this corporation shall commence on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence shall commence on the date of filing these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock with a par value of one cent (\$.01) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholders, any or all of the authorized shares

may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the state of Florida is Suite 3000, One Independent Drive, Jacksonville, Florida 32202. The name of the initial registered agent of this corporation at that address is Michael E. Goodbread, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

Michael E. Goodbread, Jr.

ADDRESS

Suite 3000
One Independent Drive
Jacksonville, Florida 32202


ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and Board of Directors may repeal, amend or adopt Bylaws for the

corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 15th day of January, 1998.

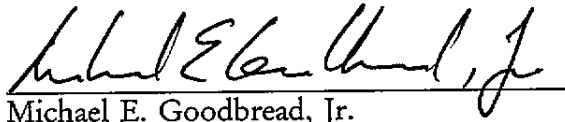

Michael E. Goodbread, Jr.
Incorporator

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
WORLDWIDE MEDIA CONSULTANTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 16 PM 3:25

Pursuant to Sections 48.091 and 607.0501, Florida Statutes (1995), the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Worldwide Media Consultants, Inc., a corporation organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091 relative to keeping open the Registered Office of said corporation, which Registered Office is located at Suite 3000, One Independent Drive, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand at Jacksonville, Duval County, Florida, on this 15th day of January, 1998.



Michael E. Goodbread, Jr.
Registered Agent