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JEFFREY A. AMAN  
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GEOFFREY W. PHILLIPS

ATTORNEYS & COUNSELORS AT LAW

\*OF COUNSEL

February 16, 1998

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

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-02/19/98--01096--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Rare Air Media, Inc.

Dear Gentlemen/Ladies:

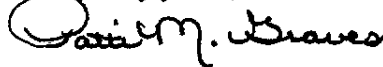
Enclosed please find the following with regard to the referenced corporation.

1. Articles of Incorporation for Rare Air Media, Inc. (2 originals).
2. Certificate Designating Registered Agent (original and 1 copy).
3. Check in the amount of \$122.50 payable to the Secretary of State in payment of your filing fees.

Please file the Articles of Incorporation as well as the Certificate Designating Registered Agent. Please return a file-stamped original of the Articles and copy of the Certificate to our office along with the Notice of Incorporation in the enclosed, self-addressed stamped envelope provided for your convenience.

Thank you for your assistance. Please call if you have any questions.

Very truly yours,



Patti M. Graves, Legal Assistant  
to D. Michael Lins

/pg  
Enclosures

FILED  
98 FEB 19 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK FEB 20 1998

**ARTICLES OF INCORPORATION**

**OF**

**RARE AIR MEDIA, INC.**

**FILED**  
98 FEB 19 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the Corporation is RARE AIR MEDIA, INC.. The address of the Corporation is 475 Central Avenue, M-5, St. Petersburg, Florida.

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

The Corporation is organized for the following purposes: to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

**ARTICLE IV  
CAPITAL STOCK**

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

**ARTICLE V  
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 14502 N. Dale Mabry Highway, Suite 300, Tampa, Florida 33618, and the name of the initial Registered Agent of the Corporation at that address is D. Michael Lins.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director of the Corporation are:

Bruce Bennett  
475 Central Avenue, M-5  
St. Petersburg, Florida 33701

**ARTICLE VIII  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Bruce Bennett, 475 Central Avenue, M-5, St. Petersburg 33701.

**ARTICLE IX  
BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X  
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI  
AMENDMENT**

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

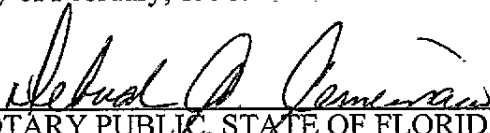
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of February, 1998.

  
\_\_\_\_\_  
Bruce Bennett, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Bruce Bennett, personally known by me or who produced Fla. Lic as identification, to be the person who executed the foregoing Articles of Incorporation of RARE AIR MEDIA, INC. and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17<sup>th</sup> day of February, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



## CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That Rare Air Media, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 475 Central Avenue, M-4, St. Petersburg, Florida, has named D. Michael Lins, located at 14502 N. Dale Mabry Highway, Suite 300, Tampa, Hillsborough County, Florida 33618, 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 said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

RARE AIR MEDIA, INC.

By: D. Michael Lins

D. Michael Lins, Registered Agent

Date: 2/18/98

**FILED**  
98 FEB 19 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA