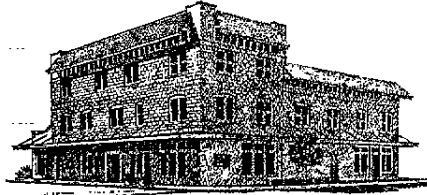


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HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.
ATTORNEYS AT LAW
200 Madison Avenue West
Bradenton, Florida 34205-7504
(941) 746-1167

LARRY R. CHULOCK
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THOMAS W. HARRISON
ROBERT W. HENDRICKSON, III
W. NELSON KIRKLAND



Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400
Fax: (941) 746-9229

April 7, 1998

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****122.50 ****122.50

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

Re: Action Media Sales, Inc.

To Whom it may concern:

Enclosed in duplicate please find the Articles of Incorporation for the above captioned corporation together with the certificate designating the Registered Agent. I also enclose my firm's check in the amount of \$122.50 for the filing fee, obtaining a certified copy, and filing of Registered Agent Certificate.

Subsequent to filing of the enclosed Articles of Incorporation, please forward the certified copy of same to my office at the above address.

Thank you for your assistance in this matter.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.

Robert W. Hendrickson, III
Robert W. Hendrickson, III

RWH:pg
Enclosures

FILED
98 APR -9 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 10 1998

ARTICLES OF INCORPORATION

FILED

OF

98 APR -9 AM 9:18

ACTION MEDIA SALES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the Corporation is ACTION MEDIA SALES, INC., a Florida corporation. The street address of the initial principal office of the Corporation and the Corporation's mailing address is 4013 51st Drive West, Bradenton, Florida 34210.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - DATE OF COMMENCEMENT AND TERM OF EXISTENCE

Existence of the Corporation shall commence upon filing these Articles with the Florida Department of State, and shall continue perpetually.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$5.00 per share. The

Corporation will have no other classes of shares.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at the first meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended, or repealed by the other group; provided, however, that any Bylaw adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall 4013 51st Drive West, Bradenton, Florida 34210.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be ERIN WAGENER.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
ERIN WAGENER	4013 51 st Drive West Bradenton, FL 34210

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation on this 7TH day of April, 1998.

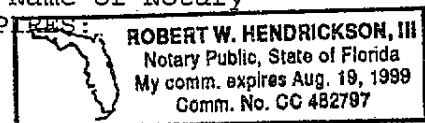
Erin Wagener
ERIN WAGENER

MANATEE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 7TH day of April, 1998, by Erin Wagener, who is personally known by me and who did take an oath.

Robert W. Hendrickson, III
NOTARY PUBLIC (SEAL)

Printed or Typed Name of Notary
MY COMMISSION EXPIRES:



ACCEPTANCE

I hereby accept to act as initial Registered Agent for ACTION MEDIA SALES, INC., as stated in these Articles of Incorporation.

Erin Wagener
ERIN WAGENER