

4/13/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

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NAME: RADIOPAGE OF WEST PALM BEACH, INC.

AUDIT NUMBER.....H98000006995

DQC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

OF

RADIOPAGE OF WEST PALM BEACH, INC.

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be RADIOPAGE OF WEST PALM BEACH, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 2273 South University Drive, Davie, Florida 33324-5825.

ARTICLE III

This corporation's existence shall be effective on the date of filing of these Articles, and the corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

HARVEY A. BURGER, ESQ.
Suite 506
20801 Biscayne Boulevard
North Miami Beach, FL 33180
Tel: (305) 936-8844
Florida Bar No. 0136195

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<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE VI

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

<u>Name</u>	<u>Address</u>
Mark L. Rothstein	2273 South University Drive Davie, FL 33324-5825

ARTICLE VII

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Mark L. Rothstein	2273 South University Drive Davie, FL 33324-5825
Mark S. Feldman	2273 South University Drive Davie, FL 33324-5825

ARTICLE VIII

The name and address of the Incorporators are:

<u>Name</u>	<u>Address</u>
Mark L. Rothstein	2273 South University Drive Davie, FL 33324-5825

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Mark S. Feldman

2273 South University Drive
Davie, FL 33324-5825ARTICLE IX

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE X

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 10 day of April, 1998.


MARK FELDMAN, Incorporator
MARK L. ROTHSTEIN

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

RADIOPAGE OF WEST PALM BEACH, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 2273 South University Drive, Davie, FL 33324-5825, has named Mark L. Rothstein as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


MARK L. ROTHSTEIN REGISTERED AGENT

DATE: 4/10/98

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