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ACCT#: 074323003114

CONTACT: JO ELLEN BALLINGER

PHONE: (904)354-4141

FAX #: (904)358-2199

NAME: CARR MEDIA SERVICES, INC.

AUDIT NUMBER.....H98000008407

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ARTICLES OF INCORPORATION 98 MAY -4 PM 3: 02

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARR MEDIA SERVICES, INC.

The undersigned, acting as incorporator of Carr Media Services, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: Carr Media Services, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office is:

1830 Ocean Village Place
Amelia Island, FL 32034

The mailing address of the corporation is:

P.O. Box 8028
Fernandina Beach, FL 32035

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on May 4, 1998, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

Prepared by J. Ballinger, Legal Assistant
Holland & Knight LLP (904)354-4141
One Independent Drive #2000
Jacksonville, FL 32202

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ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 1830 Ocean Village Place, Amelia Island, Florida 32034, as the street address of the initial registered office of the corporation and names Carolyn Carr the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The name of the initial director is Carolyn Carr.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Name

Address

Carolyn Carr

P.O. Box 8028
Fernandina Beach, FL 32035

ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action

of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

Carol Carr
Carolyn Carr, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: May 4, 1998

Carol Carr
Carolyn Carr

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