

P98000073222

WYATT, TARRANT & COMBS

1500 NASHVILLE CITY CENTER

511 UNION STREET

NASHVILLE, TENNESSEE 37210-1750

615 244-0020

FAX: 615 256-1726

CITIZENS PLAZA
LOUISVILLE, KY 40202-2898
502 589-5235

1700 LEXINGTON FINANCIAL CENTER
LEXINGTON, KY 40507-1746
606 233-2012

TAYLOR-SCOTT BUILDING
FRANKFORT, KY 40601-1807
502 223-2104

50 EAST RIVERCENTER BLVD., SUITE 810
COVINGTON, KY 41011-1683
606 655-9700

ELSBY BUILDING
NEW ALBANY, IN 47150-3440
812 945-3561

29 MUSIC SQUARE EAST
NASHVILLE, TN 37203-4322
615 255-6161

313 E. MAIN STREET, SUITE 1
HENDERSONVILLE, TN 37075-2546
615 822-8822

6075 POPLAR AVENUE, SUITE 650
MEMPHIS, TN 38119-4721
901 537-1000

10368 WALLACE ALLEY STREET, SUITE 6
KINGSPORT, TN 37683-3977
423 279-1825

WRITER'S DIRECT DIAL NUMBER

615-251-6765

August 19, 1998

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-08/20/98--01043--001

****490.00 ****122.50

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Weekly Planet of Sarasota, Inc.
Weekly Planet of Tampa Bay, Inc.
Weekly Planet - Tallahassee Flambeau, Inc.
Weekly Planet New Media, Inc.

Gentlemen:

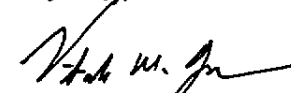
Enclosed are: (i) Articles of Incorporation for the above-described Florida corporations (one original and one copy of each) and (ii) a check in the amount of \$490, for filing fees and one certified copy of each of the articles. Please attend to filing at your earliest convenience.

I am also counsel to Weekly Planet, Inc. I certify to you that the above corporations are each affiliates of Weekly Planet, Inc., a Florida corporation, and that their use of the name "Weekly Planet" as part of their corporate name is with the consent of Weekly Planet, Inc.

I also note that, in the corporations data base, the registered address for Weekly Planet, Inc. and the address of its registered agent is stated to be 402 Reo Street, Suite 218, Tampa, Florida 33609. That address should be changed to the same address as the principal address of Weekly Planet, Inc. (1310 East 9th Avenue, Tampa, Florida 33605). I enclose a copy of the address corrections. If another form of notice is required, please let me know.

If you have any questions regarding the enclosed, please do not hesitate to call.

Very truly yours,


Vitauts M. Gulbis

cc: Ben Eason

FILED
98 AUG 20 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
98 AUG 20 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DN 8-21-98

**ARTICLES OF INCORPORATION
OF
WEEKLY PLANET - TALLAHASSEE FLAMBEAU, INC.**

THE UNDERSIGNED, acting as sole incorporator of WEEKLY PLANET - TALLAHASSEE FLAMBEAU, INC. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
Name**

The name of the Corporation is:

WEEKLY PLANET - TALLAHASSEE FLAMBEAU, INC.

**ARTICLE II
Business and Activities**

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
Shares**

The total number of shares which the Corporation shall have the authority to issue shall be TEN THOUSAND (10,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV
Preemptive Rights**

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

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98 AUG 20 AM 9:30
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TALLAHASSEE, FLORIDA

ARTICLE V
Principal Office

The address of the Principal Office of the Corporation is 1310 East 9th Ave., Tampa, Florida 33605. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI
Mailing Address

The mailing address of the Corporation is 1310 East 9th Ave., Tampa, Florida 33605.

ARTICLE VII
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 1310 East 9th Ave., Tampa, Florida 33605, and the initial Registered Agent at such address is Benjamin A. Eason.

ARTICLE VIII
Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation is Two (2). The number of Directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, but in no event shall the number of Directors be less than one (1). The names of the persons who are to serve as the initial Directors and until successor Directors are elected and shall qualify are as follows:

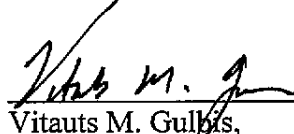
Benjamin A. Eason
Terry Garrett

and the address for each of the Directors is 1310 East 9th Ave., Tampa, Florida 33605.

ARTICLE IX
Incorporator

The name and address of the sole incorporator of the Corporation is: Vitauts M. Gulbis, Wyatt, Tarrant & Combs, 511 Union Street, Suite 1500, Nashville, Tennessee 37219.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 17th day of August, 1998.


Vitauts M. Gulbis,
Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 17th day of August, 1998.


BENJAMIN A. EASON

FILED
98 AUG 20 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA