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MATHIS LAW FIRM, P.A.

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JACINTA M. MATHIS  
ATTORNEY AT LAW

TELEPHONE NUMBER (407) 246-0054  
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FILED  
98 SEP 14 PM 7:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 10, 1998

Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

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-09/14/98--01047--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Articles of Incorporation for Tri Lord Media, Inc.

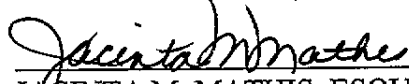
Dear Sir or Madam:

I have enclosed the Articles of Incorporation for Tri Lord Media, Inc., together with our law firm's check in the amount of \$35.00 to cover the filing fees for the corporation and \$35.00 to cover the Registered Agent Designation for the corporation for a total of \$70.00. We have enclosed a copy of the Articles of Incorporation, please stamp with filed insignia and return the stamped copy in the enclosed self-addressed stamped envelope.

Thank you in advance for your immediate attention to this matter. If you should have any questions or need any additional information, please do not hesitate to contact me at (407) 246-0054.

Very Truly Yours,

MATHIS LAW FIRM, P.A.

  
JACINTA M. MATHIS, ESQUIRE

JMM/ep

Enclosures: Original Articles of Incorporation for Tri Lord Media, Inc.  
Copy of Articles of Incorporation  
Mathis Law Firm, P.A. check in the amount of \$70.00

SD  
9/17

**ARTICLES OF INCORPORATION  
OF  
TRI LORD MEDIA, INC.**

**FILED**  
98 SEP 14 AM 7:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida General Corporation Act, TRI LORD MEDIA, INC., adopts the following Articles of Incorporation:

**ARTICLE ONE  
NAME**

The name of this corporation is TRI LORD MEDIA, INC., ("Corporation").

**ARTICLE TWO  
DURATION**

The period of duration for this Corporation is perpetual.

**ARTICLE THREE  
PURPOSE**

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

**ARTICLE FOUR  
CAPITAL STOCK**

The Corporation is authorized to issue Seven Thousand Five Hundred (7500) shares of common stock class, with a One Dollar (\$1.00) par value for each share.

**ARTICLE FIVE  
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent are as follows:

Jacinta M. Mathis, Esquire  
Mathis Law Firm, P. A.  
One South Orange Avenue, Suite 306  
Orlando, Florida 32801

**ARTICLE SIX  
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation is:

605 South North Lake Blvd.  
Altamonte Springs, Florida 32701

**ARTICLE SEVEN  
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The names and addresses of the initial directors of this Corporation are:

Larry Randolph  
605 South North Lake Blvd.  
Altamonte Springs, Florida 32701

**ARTICLE EIGHT  
INCORPORATORS**

The name and address of the Incorporator signing these Articles of Incorporation is:

Larry Randolph  
605 South North Lake Blvd.  
Altamonte Springs, Florida 32701

**ARTICLE NINE  
NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

**ARTICLE TEN  
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this Corporation.

**ARTICLE ELEVEN  
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors and upon a majority vote of the directors.

**ARTICLE TWELVE  
INDEMNIFICATION**

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

**ARTICLE THIRTEEN  
SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative votes of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE FOURTEEN  
REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

**ARTICLE FIFTEEN  
INFORMAL ACTION OF DIRECTORS**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the written evidence of their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE SIXTEEN  
RESTRICTIONS ON TRANSFER OF STOCK**

Restrictions on the sale or transfer of the stock of this Corporation may be set forth in a buy-sell agreement.

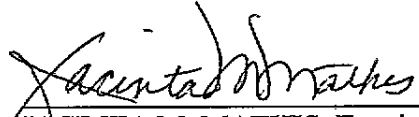
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

TRI LORD MEDIA, INC., (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Jacinta Mathis as its registered agent to accept service of process within the State of Florida with its registered office at One South Orange Building, 1 South Orange Avenue, Orlando, Florida 32801.

**ACKNOWLEDGMENT**

Having been named Registered Agent for the Corporation at the place designed in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.


Dated this 2nd day of September, 1998.

  
JACINTA M. MATHIS, Esquire  
Registered Agent

ARTICLE SEVENTEEN  
HEADING AND CAPTIONS

The headings or captions of these Articles of Incorporation are inserted for convenience. They shall not have any force or effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 2nd day of September, 1998.

  
LARRY RANDOLPH  
Incorporator

STATE OF FLORIDA   )  
COUNTY OF ORANGE )

BEFORE ME, the undersigned authority, personally appeared LARRY RANDOLPH, who is personally known to me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of September, 1998.

  
NOTARY PUBLIC  
My Commission Expires:

FILED  
98 SEP 14 AM 7:09  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE