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\* ESTATE PLANNING

September 14, 1998

Secretary of State - **VIA FEDERAL EXPRESS**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-09/15/98--01042--015  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

RE: DUCK KEY MEDIA GROUP, INC.

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation together with our \$122.50 check in payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles of Incorporation	\$52.50

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our offices at the address indicated above.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

Robert J. Hunt, Esq.

*Robert J. Hunt*

FILED  
98 SEP 15 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RJH:DMD  
Enc.

cc: Mr. Donald H. Johnson

(4)

ARTICLES OF INCORPORATION

FOR

**DUCK KEY MEDIA GROUP, INC.**

**FILED**

98 SEP 15 PM 3:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for **DUCK KEY MEDIA GROUP, INC.**

1. The name of the corporation is **DUCK KEY MEDIA GROUP, INC.**
2. The principal office of the corporation is:  
  
150 East Sample Road, Suite 200  
Pompano Beach, FL 33064
3. The corporation shall have authority to issue 1000 shares of stock, all of one class with a par value of \$1.00 per share.
4. The corporation's initial registered office is: 150 East Sample Road, Suite 200, Pompano Beach, FL 33064. The name of the corporation's initial registered agent at this office is Donald H. Johnson.
5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or Florida.
6. The number of directors constituting the initial board of directors is one and his name and address is:

Name	Address
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Donald H. Johnson	150 East Sample Road, Suite 200 Pompano Beach, FL 33064
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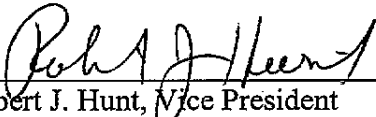
7. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
HCRM Corp.	Suite 401 2200 Corporate Boulevard, N.W. Boca Raton, Florida 33431

8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be September 15, 1998 provided such date is within five (5) business days prior to the date of filing.

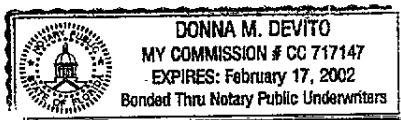
Executed and subscribed at Ft. Lauderdale, Florida on September 14, 1998.

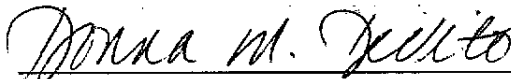
HCRM Corp., as Incorporator

By:   
Robert J. Hunt, Vice President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of DUCK KEY MEDIA GROUP, INC. were acknowledged before me by Robert J. Hunt, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 14<sup>th</sup> day of September, 1998 on behalf of HCRM Corp.



  
Notary Public  
My commission expires:  
Printed Name:

FILED

Acceptance of Registered Agent

98 SEP 15 PM 3:36

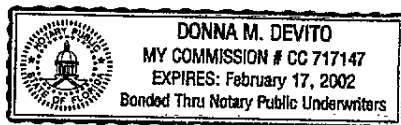
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


DONALD H. JOHNSON hereby accepts the above appointment as registered agent of DUCK KEY MEDIA GROUP, INC. and acknowledges that he is familiar with the obligations of that position.

  
DONALD H. JOHNSON

STATE OF FLORIDA  
COUNTY OF ~~BROWARD~~ *Palm Beach*

The foregoing Acceptance of Registered Agent was acknowledged before me by DONALD H. JOHNSON, who is personally known to me and who did not take an oath, on this 14<sup>th</sup> day of September, 1998.



  
Notary Public  
My commission expires:  
Printed Name: