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PATTILLO, McKEEVER & BICE, P.A.

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SCOTT G. REICHERT  
GARY L. SANDERS

September 10, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: MEDIA SOUTH, INC.

Enclosed please find original and one copy of Articles of Incorporation of MEDIA SOUTH, INC. and our check payable to the Department of State in the amount of \$122.50, representing the filing fee (\$35.00), Resident Agent Certificate (\$35.00) and one certified copy (\$52.50).

I would appreciate your filing the above immediately upon receipt and returning the enclosed copy to me as a certified copy after the original is filed.

Yours very truly,

John P. McKeever

JPM:mkw

Enclosures

FILED  
98 SEP 14 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TA-9/18/98

ARTICLES OF INCORPORATION

OF

MEDIA SOUTH, INC.

FILED  
98 SEP 14 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this Corporation is MEDIA SOUTH, INC.

Article II- PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 2100 S.E. 17th Street, Suite 300, Ocala, Florida, 34471.

Article III - Capital Stock

This Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

Article IV - Initial Registered Agent  
and Address

The street address of the initial registered agent is JOHN P. McKEEVER, 2100 SE 17th Street, Suite 300, Ocala, Florida, 34471.

Article V - Incorporators

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

JOHN P. McKEEVER  
Post Office Box 1450  
2100 SE 17th Street, Suite 300  
Ocala, Florida 34478

The undersigned Incorporator has executed these Articles of Incorporation the 10th day of September, 1998.

  
John P. McKeever

STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JOHN P. McKEEVER known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10<sup>th</sup> day of September, 1998.

Marcia K. Williams  
NOTARY PUBLIC



Marcia K. Williams  
MY COMMISSION # CC757308 EXPIRES  
July 7, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

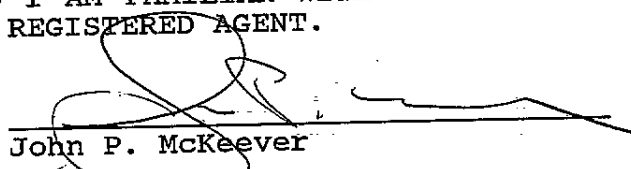
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MEDIA SOUTH, INC.
2. The name and address of the registered agent and office is:

JOHN P. MCKEEVER  
2100 SE 17th Street, Suite 300  
Ocala, Florida 34471

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
John P. McKeever

DATE: September 10, 1998

**FILED**  
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TALLAHASSEE, FLORIDA