

BLANK ROMEO GOMISKY & MCCAULEY LLP

Counselors at Law

Direct Dial Phone

(561) 417-8130

Pennsylvania
New Jersey
Delaware
Maryland
Washington, DC
Florida

February 26, 1999

Via Federal Express

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

500002790425--4
-03/01/99--01034--001
*****582.50 *****78.75

Re: ERNESTO'S OF DELRAY BEACH, INC.
GROUP DIRECT OF BOSTON, INC.
THE REDBONE JOURNAL, LLC

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation and Certificate of Designation for Registered Agent regarding the above-referenced entities. Also enclosed is our check in the amount of \$582.50 representing fees as follows:

\$ 122.50 for Ernesto's of Delray Beach, Inc.
\$ 122.50 for Group Direct of Boston, Inc.
\$ 337.50 for The Redbone Journal, LLC

A self-addressed Federal Express label and envelope is enclosed for your convenience in returning the certified copies of the Articles of Incorporation.

Thank you.

Sincerely yours,

Robert S. Saraga
ROBERT S. SARAGA

FILED
99 MAR -1 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GROUP DIRECT OF BOSTON, INC.

FILED
MAR - 1 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is **GROUP DIRECT OF BOSTON, INC.** (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is 100 shares, no par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be Broward County, Florida, and its mailing address shall be:

1191 East Newport Center Drive, Suite 101
Deerfield Beach, FL 33442

ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is:

James E. Brady
1191 East Newport Center Drive, Suite 101
Deerfield Beach, FL 33442

ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--|--|
| James E. Brady President/Treasurer/Secretary/Director | 1191 East Newport Center Drive, Suite 101 Deerfield Beach, FL 33442 |

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The Corporation shall indemnify its directors, officers, employees, incorporator, and agents to the fullest extent permitted by law.

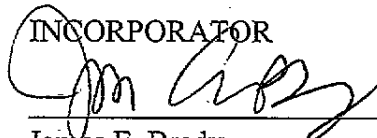
ARTICLE X

The names and address of the Incorporator of the Corporation is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------|--|
| James E. Brady | 1191 East Newport Center Drive, Suite 101 Deerfield Beach, FL 33442 |

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of February, 1999.

INCORPORATOR


James E. Brady

STATE OF FLORIDA

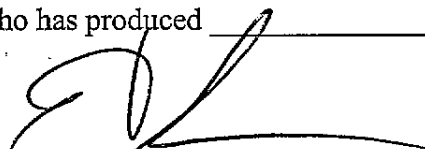
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) SS

COUNTY OF PALM BEACH

)

The foregoing instrument was acknowledged before me this 25 day of February, 1999 by James E. Brady, who is personally known to me or who has produced _____ as identification.



Notary Public



Eric Stein
MY COMMISSION # GC594499 EXPIRES
January 28, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

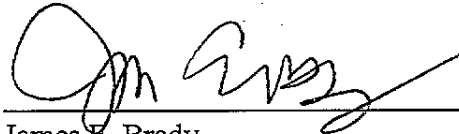
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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 **GROUP DIRECT OF BOSTON, INC.**
2. The name and address of the registered agent and office is:

James E. Brady
1191 East Newport Center Drive, Suite 101
Deerfield Beach, FL 33442

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.



James E. Brady
(Name signing as registered agent)

Dated: 2/25, 1999

FILED
99 MAR - 1 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA