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ACCOUNT NO. : 072100000032
REFERENCE : 163213 80881A
AUTHORIZATION :
COST LIMIT : \$70.00 *Patricia Pijute*

ORDER DATE : March 10, 1999
ORDER TIME : 3:02 PM
ORDER NO. : 163213-005
CUSTOMER NO: 80881A

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CUSTOMER: Joan W. Byrd, Legal Assistant
FASSETT ANTHONY & TAYLOR,
FASSETT ANTHONY & TAYLOR,
Orange Bank Bldg., Suite 500
14 East Washington Street
Orlando, FL 32801

DOMESTIC FILING

NAME: TOTAL BROADCAST SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

J 3/11/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 10 PM 12:32

DIVISION OF CORPORATION

99 MAR 10 PM 4:36

RECEIVED

ARTICLES OF INCORPORATION
OF

TOTAL BROADCAST SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 10 PM 12:32

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be TOTAL BROADCAST SERVICES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 1937 Crosshair Circle, Orlando, Florida 32837.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business purposes.

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right

or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 14 E. Washington Street, Suite 500, Orlando, Florida 32801.

The name of the initial registered agent of this corporation at that address shall be John A. Taylor.

ARTICLE VII - INITIAL DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This

corporation shall have five Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Kenneth James Stiver	1937 Crosshair Circle Orlando, Florida 32837
Michael Joseph Blasco	7735 Hyacinth Drive Orlando, Florida 32835
Lawrence Alan Lafferty	3501 Bounty Court Matthews, North Carolina 38104
Christopher Joel Miovac	7881 Seabreeze Drive Huntington Beach, California 92648-5453
William Raymond Ziolkowski	1055 Kelsey Avenue Oviedo, Florida 32765

ARTICLE VIII - OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Kenneth James Stiver	1937 Crosshair Circle Orlando, Florida 32837	President
Michael Joseph Blasco	7735 Hyacinth Drive Orlando, Florida 32835	Secretary/ Treasurer
Lawrence Alan Lafferty	3501 Bounty Court Matthews, North Carolina 38104	Vice Pres.

Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

ARTICLE XII - INCORPORATOR

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

John A. Taylor
14 E. Washington Street, Suite 500
Orlando, Florida 32801

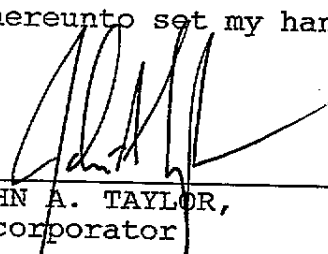
ARTICLE X - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8 day of March, 1999.



JOHN A. TAYLOR,
Incorporator

(SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared JOHN A. TAYLOR, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of March, 1999.

(SEAL)



Joan W Byrd
My Commission CC758475
Expires July 12, 2002

Joan W Byrd
Notary Public
Print Name: Joan W Byrd
My commission expires:
Commission No.:

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED

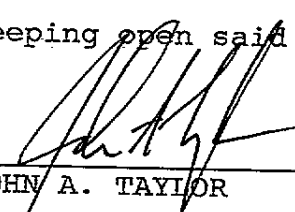
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 10 PM 12:32

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, TOTAL BROADCAST SERVICES, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named as its Registered Agent John A. Taylor, 14 E. Washington Street, Suite 500, Orlando, Florida 31801, to accept service of process within this State.


ACKNOWLEDGMENT

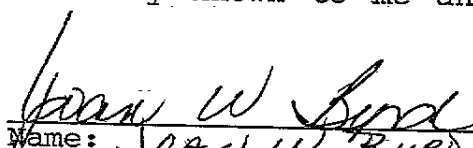
Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



JOHN A. TAYLOR

SWORN TO AND SUBSCRIBED before me this 8 day of March, 1999 by JOHN A. TAYLOR, who is personally known to me and who did take an oath.

 Joan W Byrd
My Commission CC758475
Expires July 12, 2002


Name: JOAN W BYRD
Notary Public, State of Fla.
Serial No. _____
My commission expires: _____