

P99000034455

518 East Grant Street
Orlando, FL 32806

April 6, 1999

Secretary of State
State of Florida-Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800002835638--E
-04/12/99-01053-013
*****78.75 *****78.75

Gentlemen/Mesdames:

Enclosed please find:

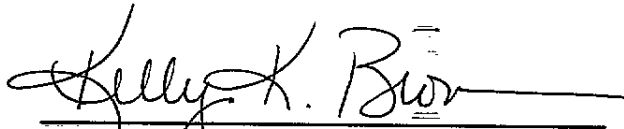
1. Articles of Incorporation for O-Town's Best Gazette
Inc.

2. A check in the amount of \$122.50 for the following

Filing Fee	\$ 70.00
Certified Copy	<u>8.75</u>
	\$ 78.75

Please direct all response mail to the undersigned Registered
Resident Agent at 518 East Grant Street, Orlando, FL 32806.

EFFECTIVE DATE
4-6-99


KELLY K. BROWN
Director/Registered Resident Agent
O-Town's Best Gazette, Inc.

CP
4-15-99

**ARTICLES OF INCORPORATION
OF
O-TOWN'S BEST GAZETTE, INC.**

EFFECTIVE DATE
4-6-99

FILED
99 APR 12 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is O-TOWN'S BEST GAZETTE, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence and this existence shall commence on the date of execution and acknowledgement of these articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of ONE (\$1.00) DOLLAR par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 518 East Grant Street, Orlando, Florida, 32806 and the name of the initial registered agent of this corporation is KELLY K. BROWN, whose address is 518 East Grant Street, Orlando, Florida, 32806.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) Directors initially. The number of Directors may be increased or diminished from the time by the Bylaws. The name and address of the initial Directors of this corporation is:

KELLY K. BROWN	518 East Grant Street Orlando, FL 32806
JAMIE A. BROWN	518 East Grant Street Orlando, FL 32806

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

KELLY K. BROWN	518 East Grant Street Orlando, FL 32806
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ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Office or Director, to the full extent permitted by law.

ARTICLE XI - VOTING

At each election every shareholder will be entitled to one vote for each share of stock that he/she owns. Election outcomes will be determined by a majority of the votes cast.

ARTICLES XII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended, or replaced by the shareholders.

In WITNESS THEREOF, the undersigned has executed these Articles of Incorporation this 6th day of April, 1999.

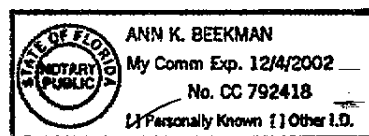
STATE OF FLORIDA
COUNTY OF ORANGE

Kelly K. Brown
KELLY K. BROWN

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared KELLY K. BROWN, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 6th day of April, 1999.

Ann K. Beekman
NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

The undersigned, hereby accepts designation as Resident Agent of O-Town's Best Gazette, Inc. As contained in the foregoing Articles of Incorporation, and agrees to provide the services as required under the provisions, laws and statutes of the State of Florida.

Dated this 6th day of April, 1999.

Kelly K. Brown
KELLY K. BROWN

FILED
99 APR 12 AM 8:31
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared KELLY K. BROWN known by me to be the person who executed the foregoing ACCEPTANCE.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 6th day of April, 1999.

Ann K. Beekman
NOTARY PUBLIC
My Commission Expires:

