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HARKAVY, MITCHELL & STEWART, P.A.

Attorneys At Law

219 South Orange Avenue
Sarasota, Florida 34236-6899
TELEPHONE: (941) 365-3131
FACSIMILE: (941) 366-8552

DAVID M. MITCHELL
DONALD A. STEWART

Of Counsel
MARTIN R. HARKAVY

August 2, 1999

Corporate Records Bureau
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

000002952330--5
-08/06/99-01030-003
****122.50 *****78.75

RE: ORION MEDIA, INC.
Our File No. 1249-5

Gentlemen:

Enclosed please find the following:

1. Original and copy of Certificate of Incorporation and Resident Agent certificate; and
2. Check in the amount of \$122.50 representing \$35.00 Filing Fee, \$27.50 certified copy of Certificate and \$35.00 Resident Agent fee.

Thank you for your anticipated courtesy and cooperation.

Very Truly Yours,

HARKAVY, MITCHELL & STEWART, P.A.

David M. Mitchell

David M. Mitchell

DMM:cb
Enclosures

FILED
99 AUG - 6 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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99 AUG - 6 AM 8:46

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORION MEDIA, INC.

ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION, the subscribers form a corporation under Florida law.

1. NAME. The name of the corporation is: ORION MEDIA, INC.
2. NATURE OF BUSINESS. The corporation may engage in any activity or business permitted under the laws of the United States or this State or both.
3. CAPITAL STOCK. The corporation is authorized to issue 1000 shares of common stock. The Board of Directors may dispose of the authorized but unissued stock from time to time.
4. INITIAL CAPITAL. The corporation will begin business with capital of \$500.00.
5. TERM. The corporation shall exist. perpetually.
6. REGISTERED OFFICE ADDRESS. The initial Street address, principal address and registered office address of the corporation in Florida is: 219 S. Orange Avenue, Sarasota, Florida 34236. It may be changed to any other location in Florida by the Board of Directors from time to time. The Registered Agent at this address is David M. Mitchell.
7. DIRECTOR. The corporation shall have three (2) directors initially. The number may be changed from time to time by the stockholders.
8. INITIAL DIRECTOR. The name and Street address of each member of the first Board of Directors is:

Michael Z. Cohn
299 Interstate Court
Sarasota, FL 34240

Michael L. Cohn
299 Interstate Court
Sarasota, FL 34240

9. OFFICERS. Names of the initial officers of the corporation are:

President	Michael L. Cohn
Treasurer/Secretary	Michael Z. Cohn

10. SUSCRIBER. The name and street address of each subscriber to these Articles of Incorporation is Michael Z. Cohn.

11. ORGANIZATION. The subscriber or his assignee shall organize the corporation after approval of these Articles of Incorporation by the Department of State and shall adopt initial bylaws for the corporation.

12. BYLAWS. After adoption of the initial by laws under the preceding article, by laws may be adopted, amended or repealed by the stockholders of the corporation. The Board of Directors may adopt bylaws, subject to the stockholders approval at their next ensuing meeting, but the bylaws adopted by the Board of Directors shall not conflict with those adopted by the stockholders.

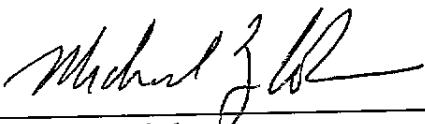
13. REGISTERED RESIDENT AGENT. The corporation designates David M. Mitchell, as its agent to accept service of process within this State.

14. STOCK RESTRICTIONS. By agreement stockholders and the corporation may restrict or limit the sale or transfer, or both, of stock of the corporation, grant preemptive rights of purchase to each other and prescribe the terms and limitations of the rights, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The bylaws may provide for transfer on the corporate books in conformity with the agreement.

15. CONFLICT OF INTEREST. No transaction between the corporation and one or more directors or officers or between this corporation and any other corporation,

form or association in which one or more of the directors or officers of this corporation are directors or officers or are financially interested shall be either void or voidable because the director or officer concerned is present at the meeting of the Board of Directors, or a committee of it, that authorized or approves the transaction or that his vote is counted for the authorization or approval of the transaction or for a quorum if the common directorship, office holding or financial interest is disclosed or known to the Board or Directors or committee.

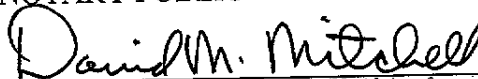
DATED this 31st day of ^{July}~~August~~ 1999.


Michael Z. Cohn

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 31st day of ^{July}~~August~~ 1999, by Michael Z. Cohn, as ^{Secretary}~~President~~ of ORION MEDIA, INC., a Florida Corporation, on behalf of the corporation. He is personally known to me (or has produced _____ as identification)

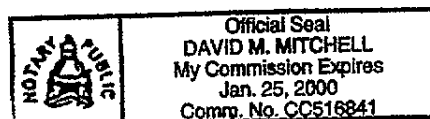
NOTARY PUBLIC



Printed Name

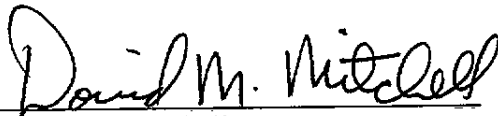
State of Florida at Large (Seal)

My Commission Expires:



CONSENT OF RESIDENT AGENT

HAVING BEEN NAMED to accept service of process for this corporation at the place designated in the foregoing Articles, the undersigned accepts the designation.


David M. Mitchell

FILED
99 AUG - 6 AM 8:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA