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THOMAS E. MOOREY

ATTORNEY AT LAW

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August 5, 1999

FILED
99 AUG -9 AM 7:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RE: PlanetRadios.Com, Inc.

100002954321--1

-08/08/99--01038--011

*****70.00 *****70.00

Gentlemen:

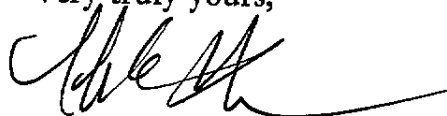
I am herewith enclosing an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
TOTAL	\$ 70.00

Please file the original of the enclosed Articles of Incorporation and return a copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,



Thomas E. Moorey

TEM:bd
Enclosures

8-13
WS

ARTICLES OF INCORPORATION
OF
PlanetRadios.Com, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is **PlanetRadios.Com, Inc.**

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

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

ARTICLE IV

This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

The street address of the initial registered office and principal office of this corporation is 12155 Metro Parkway, Suite 12, Fort Myers, Florida 33912, and the name of the initial registered agent of this corporation at that address is **HAMILTON K. AGNEW**.

ARTICLE VI

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

HAMILTON K. AGNEW
12155 Metro Parkway, Suite 12
Fort Myers, Florida 33912

CAROL S. AGNEW
12155 Metro Parkway, Suite 12
Fort Myers, Florida 33912

ARTICLE VII

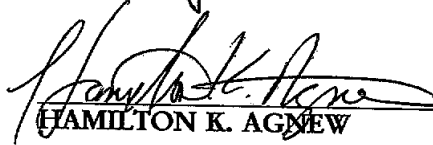
The name and address of the person signing these Articles of Incorporation is:

HAMILTON K. AGNEW
12155 Metro Parkway, Suite 12
Fort Myers, Florida 33912

ARTICLE VIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of August, 1999.


HAMILTON K. AGNEW

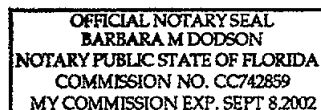
STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared HAMILTON K. AGNEW, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced a Florida driver's license as identification 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 2nd day of August, 1999.


Notary Public

My Commission Expires:



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99 AUG -9 AM 7:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF LEE

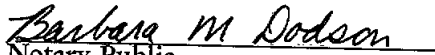
BEFORE ME, the undersigned authority, personally appeared HAMILTON K. AGNEW, to me known to be the person described in the foregoing Articles of Incorporation as the Resident Agent, and who hereby accepts said designation, and further states that the place of business for which said Resident Agent will accept service of papers on behalf of the corporation is 12155 Metro Parkway, Suite #12, Fort Myers, Florida 33912, and he acknowledged before me that he executed this Acceptance freely and voluntarily and for the uses and purposes therein expressed.


HAMILTON K. AGNEW

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 2nd day of August, 1999, by HAMILTON K. AGNEW, who is personally known to me or who has produced a Florida driver's license as identification.


Notary Public

My Commission Expires:

