

P99000078/35

August 13, 1999

Secretary of State
PO Box 6327
Division of Corporations
The Capital
Tallahassee, FL 32314

RE: Incorporation Documents

Dear Sir or Madam:

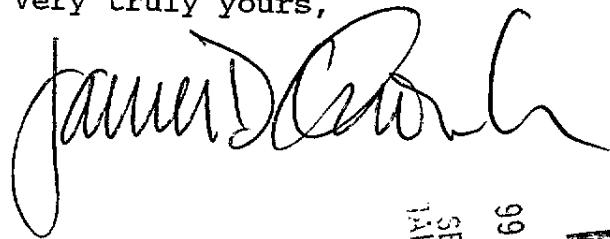
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*****78.75 *****78.75

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Knowles Discount Media, Inc. Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

My check, # 4681, in the amount of \$78.75 representing the fee for filings is enclosed.

Very truly yours,

james d. knowles, inc.
advertising & media services
700 EAST ATLANTIC BOULEVARD • SUITE 102
POMPANO BEACH, FLORIDA 33060



FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CB
9-1-99
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ARTICLES OF INCORPORATION
OF
KNOWLES DISCOUNT MEDIA, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon signing of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c)(2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
KNOWLES DISCOUNT MEDIA, INC.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 100 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. 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-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. Initial Registered Office and Agent.

The street address of the initial registered office of this corporation is 700 E Atlantic Blvd., Pompano Beach, Florida 33060 and the name of the initial registered agent of this corporation is James Knowles, Sr. The address of the Corporation and the registered agent's address are the same.

ARTICLE VIII. Initial Board of Directors. The corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation are:

James Knowles, Sr.	James Knowles, Jr.
700 E Atlantic Blvd.	700 E Atlantic Blvd.
Pompano Beach, FL 33060	Pompano Beach, FL 33060

ARTICLE IX. Officers. The initial officers of the corporation will be:

James Knowles, Sr.- President
James Knowles, Jr.- Vice-President

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

James Knowles, Sr.
700 E. Atlantic Blvd.
Pompano Beach, FL 33060

ARTICLE XI. By-Laws. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of August, 1999.

James D. Cronin

STATE OF FLORIDA

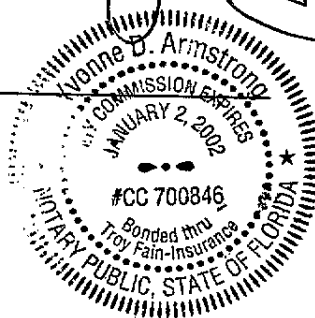
COUNTY OF Broward

Before me, the undersigned authority, personally appeared _____, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 24, day of August, 1999.

[Signature]
NOTARY PUBLIC

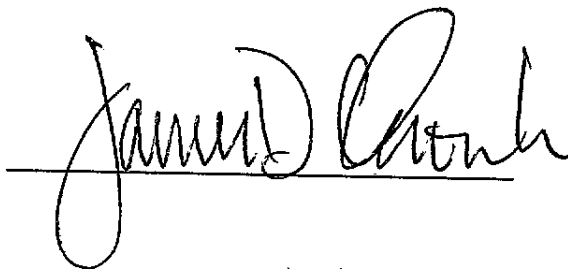
My commission Expires: _____



CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
State of Florida
Division of Corporations
Department of State
Tallahassee, FL 32304

I, James Knowles, Sr., do hereby consent to serve as
registered agent for the corporation, Knowles Discount Media,
Inc., this 24 day of August, 1999.



Address of registered agent:

700 E Atlantic Blvd.
Pompano Beach, FL 33060

The address of the corporation and the registered agent are the
same.

99 AUG 30 PM 2:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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