



Law Offices

LINSKY & REIBER

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September 3, 1999

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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-09/09/99--01031--012  
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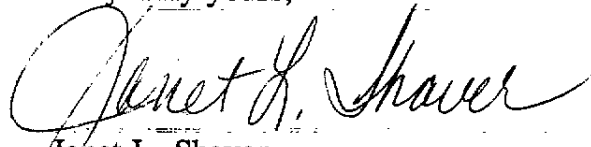
Re: G.Media, Inc.

Dear Sir or Madam:

Enclosed are the articles of incorporation for G.Media, Inc., together with a check for \$70.00 for filing and appointment of registered agent.

If you have any questions concerning this document, please do not hesitate to contact me. Thank you.

Very truly yours,

  
Janet L. Shaver,  
Legal Assistant

jls  
Enclosures

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

of

**G.MEDIA, INC.**

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The following Articles of Incorporation are adopted by the undersigned, for the purpose of forming a corporation under the provisions of the laws and statutes of the State of Florida:

**ARTICLE I**

(NAME)

The name of the corporation is:

**G.MEDIA, INC.**

**ARTICLE II**

(INITIAL PRINCIPAL OFFICE)

The initial principal office and mailing address of the corporation is 4806 N. Gallagher Road, Plant City, Florida 33565.

**ARTICLE III**

(DURATION)

This corporation shall have a perpetual existence.

**ARTICLE IV**

(PURPOSE)

The purposes for which this corporation is organized are:

To transact any and all other lawful business in which corporations may engage under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

**ARTICLE V**  
**(CAPITAL STOCK)**

The corporation is authorized to issue 1,000 shares of stock having a par value of \$1.00 per share. All shares of stock shall be designated as common shares. The stock may be issued in fractioned shares and may be canceled and reissued at any time in whole or in part in compliance with the By-laws of the Corporation. The Corporation's stock shall be paid for in cash, services, or property, in such other manner as the Corporation's Board of Directors may approve.

**ARTICLE VI**  
**(DIVIDENDS)**

The holders of the common stock of the corporation shall be entitled to receive dividends from time to time when and as declared by the Corporation's Board of Directors. Dividends may only be paid either from the corporation's net earnings or from the Corporation's surplus assets, including capital, over liabilities. Dividends may be payable either in cash, property, or shares of the common stock of the corporation, as determined by the Corporation's Board of Directors.

**ARTICLE VII**  
**(INITIAL REGISTERED OFFICE AND AGENT)**

The street address of the initial registered office of the corporation is 601 East Twiggs Street, Suite 200, Tampa, Florida 33602. The name of the initial registered agent of the corporation at that address is MICHAEL A. LINSKY.

**ARTICLE VIII**

**(INCORPORATORS)**

The name and post office address of the incorporator of these Articles of Incorporation is:

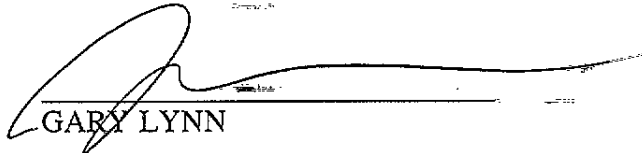
Gary Lynn  
4806 N. Gallagher Road  
Plant City, Florida 33565

**ARTICLE IX**

**(BY-LAWS)**

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes stated this 24 day of August, 1998.

  
GARY LYNN

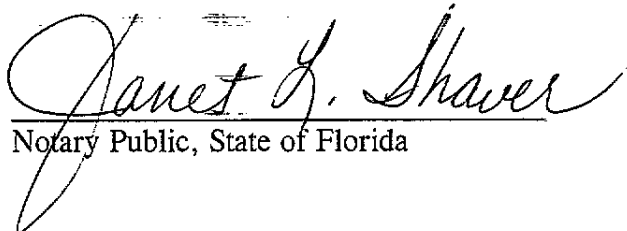
**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

**I HEREBY CERTIFY** that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared, GARY LYNN as incorporator, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation.

WITNESS MY HAND and official seal at Tampa, Hillsborough County, Florida this 24  
day of AUGUST, 1998.

My Commission Expires:



  
Notary Public, State of Florida

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE  
NAMING REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED**

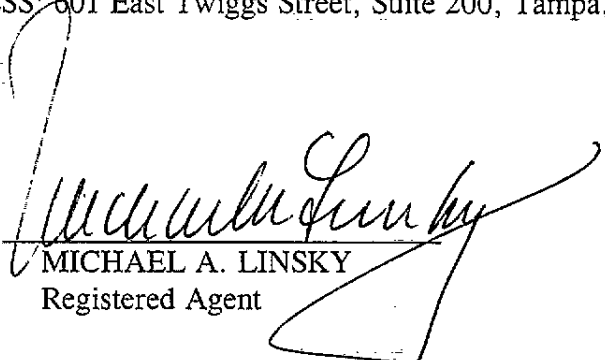
The following is submitted in compliance with Section 48.091, of the Florida Statutes:

1. G.MEDIA, INC., desires 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 Tampa, Hillsborough County, Florida, and names MICHAEL A. LINSKY as its agent to accept service of process within the state of Florida.

2. Having been named to accept service of process for G.MEDIA, INC., at the place designated in this Certificate, I hereby accept to act in that capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping the Corporation's principal office open.

3. REGISTERED OFFICE ADDRESS: 601 East Twiggs Street, Suite 200, Tampa, Florida 33602.

By:

  
MICHAEL A. LINSKY  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA