

99000093334



ACCOUNT NO. : 072100000032

REFERENCE : 426744 1976A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$78.75

ORDER DATE : October 21, 1999

ORDER TIME : 11:45 AM

ORDER NO. : 426744-005

700003022757--6

CUSTOMER NO: 1976A

CUSTOMER: Diane Holbrook, Legal Asst
THOMAS G. KIMBLE & ASSOCIATES
THOMAS G. KIMBLE & ASSOCIATES
Suite 440
311 South State Street
Salt Lake City, UT 84111

DOMESTIC FILING

NAME: MEDIA CAPITAL SUBSIDIARY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 22 PM 2:52

RECEIVED
99 OCT 22 PM 1:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
[Signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 22 PM 2:52

ARTICLES OF INCORPORATION
OF
MEDIA CAPITAL SUBSIDIARY, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MEDIA CAPITAL SUBSIDIARY, INC.

The address of the principal office of this corporation shall be 2710 Rew Circle, Suite 100, Ocoee, Florida 34761, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Mick Jardine

311 S. State Street, Suite 440
Salt Lake City, Utah 84111

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these
Articles of Incorporation on October 22, 1999.

Laura R. Dunlap

Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap

Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

EXB/jai