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Clinton M. Beckwith
WATERWAY TIMES MEDIA GROUP,
INC.

840 East Oaklnad Park Blvd.
Suite 112
Ft. Lauderdale, FL 33334
(954) 567-7724

October 27, 1999

DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
(850) 488-9000

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-11/01/99-01078-018
****131.25 *****87.50

Dear Sirs,

Please find enclosed a check in the amount of \$ 131.25, to cover the costs to set up my new corporation. I have enclosed two (2) original copies of my Articles of Incorporation as requested, and the check to be applied to the Incorporation fees to include a certified copy.

Thank you in advance for your prompt assistance in completing my corporate paperwork. Should you require any further information please feel free to contact me at the phone number listed herein.

Sincerely,



Clinton M. Beckwith

Enclosures: (2) Originals
Check No. 1089

PH
11/3/99 ✓

**ARTICLES OF INCORPORATION
FOR
WATERWAY TIMES MEDIA GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: Name

The name of this corporation is:

Waterway Times Media Group, Inc.

ARTICLE II: Place of Business

The principal place of business and the mailing address of the corporation shall be:

Waterway Times Media Group, Inc.
840 East Oakland Park Blvd., Suite 112
Ft. Lauderdale, FL 33334

ARTICLE III: Capital Stock

This corporation is authorized to issue 2,000,000 share of common stock.

The common stock of this corporation shall have the following characteristics:

- (a) Par value shall be \$0.10 per share.
- (b) At all meetings of the shareholders the common stockholders shall be entitled to cast (1) vote for each share on common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him in voting thereon.
- (c) Except as otherwise provided by law, the entire power for the election of directors and for all other purposes shall be vested exclusively in the holders of the common stock.
- (d) Preemptive rights shall attach to all shares of common stock.

ARTICLE IV: Restrictions on Transfer of Stock

No common stock shall be sold or otherwise transferred by any stockholder to other persons unless such shares are first offered to the corporation and then to the remaining stockholders. The price and terms of which and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE V: Amendment

Thus corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the same manner provided by law.

ARTICLE VI: Term of Existence

This Corporation shall be in perpetual existence commencing on this 27th day of October, 1999.

ARTICLE VII: Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 840 East Oakland Park Blvd., Suite 112, Ft. Lauderdale, Florida 33334 and the initial registered agent of this corporation is Clinton M. Beckwith. The Board of Directors may, from time to time, change the street address and post office address of this corporation as well as the location of its principal office.

ARTICLE VIII: Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Clinton M. Beckwith
840 E. Oakland Park Blvd.
Suite 112
Ft. Lauderdale, FL 33334
SS# 364-42-3502

ARTICLE IX: Initial Incorporator/Subscriber and their Address

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

Clinton M. Beckwith
840 E. Oakland Park Blvd.
Suite 112
Ft. Lauderdale, FL 33334
SS# 364-42-3502

IN WITNESS WHERE OF, the undersigned subscriber and registered agent has executed these Articles of Incorporation this 27th, day of October, 1999.



Clinton M. Beckwith,
Subscriber and Registered Agent

STATE OF FLORIDA
COUNTY OF BROWARD

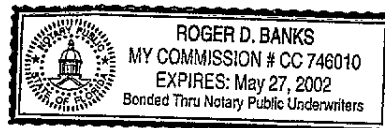
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Mr. Clinton M. Beckwith known to be to be the person who executed the foregoing Articles of Incorporation, as identified by his State of Florida Drivers License: B230-113-42-149-0, and he acknowledged before me that he has executed those Articles of Incorporation.

IN WITNESS WHERE OF, I have set my hand and affixed my seal, in the State and County aforesaid this 27th, day of October, 1999.



NOTARY PUBLIC,

My Commission Expires:
MAY 27, 2002




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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT/RESIDENT AGENT

Having been designated to accept service of process for the
above stated corporation, at the place set forth herein above, I
hereby accept such designation and agree to act in such capacity and
to comply with all provisions of Section 48.191, FLORIDA STATUTES.

By:


Clinton M. Beckwith, Registered Agent/Subscriber

Date:

