



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 477212 7197525

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70

ORDER DATE : November 10, 1999

ORDER TIME : 3:42 PM

ORDER NO. : 477212-005

CUSTOMER NO: 7197525

CUSTOMER: Mr. Todd L. Day
MR. TODD L. DAY
MR. TODD L. DAY
#1423
7220 Westpointe Boulevard
Orlando, FL 32835

100003041761--1

DOMESTIC FILING

NAME: BRAINFOOD MEDIA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PH 11/12/99

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATE & FINANCIAL
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BRAINFOOD MEDIA, 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:

BRAINFOOD MEDIA, INC.

The address of the principal office of this corporation shall be #1423, 7220 Westpointe Boulevard, Orlando, Florida 32835 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 3,000 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 three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Todd L. Day Dir.	#1423 7220 Westpointe Boulevard Orlando, Florida 32835
Stephen Meakins Dir.	#1423 7220 Westpointe Boulevard Orlando, Florida 32835
Richard J. McGuire Dir.	28 Kollman Drive Newark, Delaware 19713

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ARTICLE VII. INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 November 10, 1999.

Laura R. Dunlap
Its Agent, Laura R. Dunlap

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

CRL