

PP9000102259



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 490395 5021572

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 70

ORDER DATE : November 22, 1999

ORDER TIME : 3:57 PM

ORDER NO. : 490395-005

800003052308--0

CUSTOMER NO: 5021572

CUSTOMER: J. Bennett Grocock, Esq  
GROCOCK & ABRAMSON  
GROCOCK & ABRAMSON  
Suite 200  
126 East Jefferson Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: THOMAS MEDIA GROUP, 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:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 22 AM 10:28  
RECEIVED  
99 NOV 22 PM 4:46  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THOMAS MEDIA GROUP, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporations Act.

ARTICLE I  
Name of Corporation

The name of the corporation is:

THOMAS MEDIA GROUP, INC.

ARTICLE II  
Commencement of Business

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III  
Purpose

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV  
Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of Common Stock, par value \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors, and such consideration may consist of any intangible or tangible property or benefit to the corporation, with a value, in the judgment of the board of directors, deemed appropriate.

ARTICLE V  
Term of Existence

This corporation is to exist perpetually.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 22 AM 10:28

**ARTICLE VI**  
**Principal Place of Business**

The initial street address in this state of the principal office of this corporation is 721 Windgrove Trail, Maitland, Florida 32751. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII**  
**Incorporator**

The name and street address of the incorporator is:

<b><u>Name</u></b>	<b><u>Address</u></b>
Rodney T. Thomas	721 Windgrove Trail Maitland, Florida 32751

The incorporator of this corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE VIII**  
**Initial Board of Directors**

The corporation shall have one (1) director initially. The name and address of the initial director is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Rodney T. Thomas	721 Windgrove Trail Maitland, Florida 32751

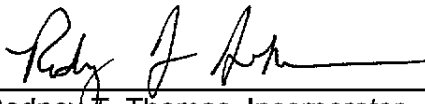
**ARTICLE IX**  
**Initial Registered Office and**  
**Registered Agent**

The initial designation of the registered office of this corporation is 721 Windgrove Trail, Maitland, Florida 32751, and the registered agent at this address is Rodney T. Thomas.

**ARTICLE X**  
**Amendments**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 18<sup>th</sup> day of ~~September~~, 1999.  
November

  
\_\_\_\_\_  
Rodney T. Thomas, Incorporator

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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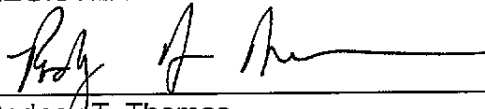
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That THOMAS MEDIA GROUP, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 721 Windgrove Trail, Maitland, Florida 32751, County of Orange, State of Florida, has named Rodney T. Thomas, City of Maitland, County of Orange, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

REGISTERED AGENT:

  
\_\_\_\_\_  
Rodney T. Thomas

forms/corp/Thomas Media arts