

ARTICLES OF INCORPORATION  
OF  
SMARTECH MEDIA SERVICES, INC.

The undersigned, acting as Incorporator for a body corporate to the Code of Alabama, 1975, adopts the following articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation (hereinafter referred to as the "Corporation") shall be:

Smartech Media Services, Inc.

ARTICLE II

DURATION

The duration and existence of the Corporation shall be perpetual.

ARTICLE III

PURPOSES

The purposes for which the corporation is organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Alabama law and, without diminishing the generality of the forgoing, the Corporation is hereby authorized as follows:

- (a) To provide services relating to brokering media properties.
- (b) To own and operate a brokering firm for radio, television and other media establishments, business and to the general public.
- (c) To contract, agree or otherwise commit, orally or in writing, to provide all of its services to any person or firm or to purchase, procure, take delivery of and use in any fashion whatsoever services from any person or firm.
- (d) To purchase or otherwise acquire the assets and assume the liabilities of any other corporation and engage in the same or other character of business.
- (e) To aid in any lawful manner by loan, subsidy, guaranty or otherwise any corporation or association, or any firm, entity, syndicate, or individual, including, but not limited to any such corporation, association, firm entity, syndicate or individual whose stock, voting trust certificates, bonds, mortgages, debentures, notes, drafts, or other securities, evidences of indebtedness, certificates of interest, or obligations are held or owned by the Corporation, through a subsidiary, or otherwise and generally to do any acts or things designed to protect, preserve, improve or enhance the value of any such stock, voting trust certificates, bonds, mortgages, debentures, notes, drafts, or other securities, evidences of indebtedness, certificates of interest or obligations.

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(f) To do any and all things herein set forth as principal, agent, contractor, trustee or otherwise, alone, in company with others, and to do any and all things necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise.

(g) To purchase, hold, receive and otherwise acquire and reissue, from time to time, as it may see fit, any shares of its own stock, using for such purposes any funds or assets of the Corporation permitted by law to be used for such purposes, including the unreserved and unrestricted capital surplus of the Corporation upon vote of two-thirds of the shareholders; but while the Corporation holds the same, it shall not be entitled to vote such stock or to receive any dividends thereon; and to resell any of its own stock, purchased or otherwise acquired by it, at such price as may be fixed by resolution of the Board of Directors.

#### ARTICLE IV

##### CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue shall be Three Thousand (3,000) shares, which shall be divided into the classes, if any, and be of the respective par values, if any appearing below:

<u>Class</u>	<u>Authorized Shares</u>	<u>Par Value</u>
Common	3,000	\$1.00

#### ARTICLE V

##### SPECIAL PROVISIONS

The following provisions for the regulation of the business and for the conduct of the internal affairs of the corporation, the directors and shareholders are hereby established:

1. Except as may otherwise be provided by applicable law, no contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the Corporation and if either:

(a) the fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors or considering such interested directors as present for purposes of constituting a quorum; or

(b) the fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

2. (a) The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subparagraphs 2(a) and (b) of this Article V, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

(d) Any indemnification under subparagraphs 2(a) and (b) of this Article V (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in said (a) and (b) next above. Such determination shall be made (1) by the Board of directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.



(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in subparagraph 2(d) of this Article V, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount if and to the extent that it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized herein.

(f) The indemnification authorized herein shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provision of any other of the articles of incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions hereof.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at and have a mailing address of 1803 Morning Sun Circle, Birmingham, Alabama 35242 and the initial registered agent, who shall maintain the same business address as the Corporation's initial registered office, shall be Jennifer F. Hale.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

The Initial Board of Directors of the Corporation shall consist of three (3) persons, who shall serve until the first annual meeting of the shareholders and until their successors are elected and qualified. The names and addresses of the members of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jennifer F. Hale	1803 Morning Sun Circle Birmingham, Alabama 35242
Ronald E. Hale, Jr.	1803 Morning Sun Circle Birmingham, Alabama 35242
James F. Hale	1803 Morning Sun Circle Birmingham, Alabama 35242


ARTICLE VIII

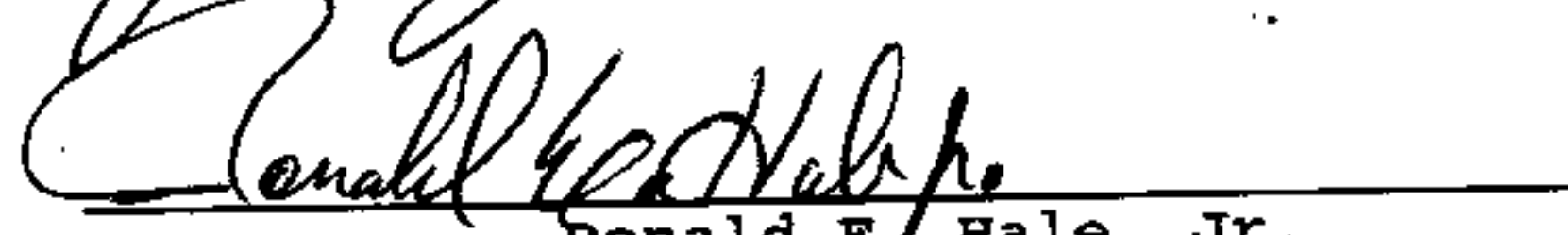
INCORPORATORS

<u>NAME</u>	<u>ADDRESS</u>
Jennifer F. Hale	1803 Morning Sun Circle Birmingham, Alabama 35242
Ronald E. Hale, Jr.	1803 Morning Sun Circle Birmingham, Alabama 35242
James F. Hale	1803 Morning Sun Circle Birmingham, Alabama 35242

Dated: July \_\_, 1996

INCORPORATORS

  
Jennifer F. Hale

  
Ronald E. Hale, Jr.

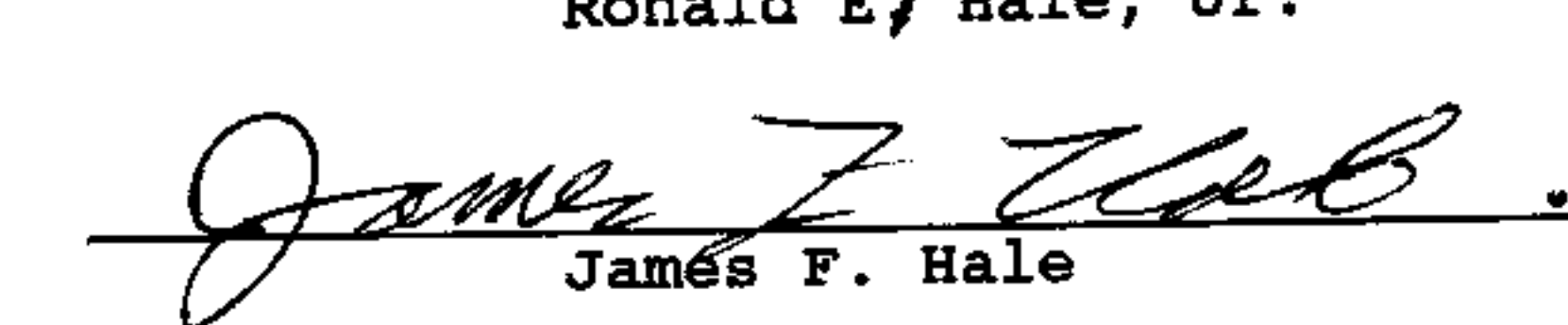
  
James F. Hale

EXHIBIT "B": SUBSCRIPTION LIST AND AGENT'S STATEMENT

SUBSCRIPTION LIST TO CAPITAL STOCK OF

SMARTECH MEDIA SERVICES, INC.

STATE OF ALABAMA

SHELBY COUNTY

I, the undersigned, do hereby severally subscribe for the number of shares of common stock, in the amount and payable as set opposite our names, said stock to be issued by an Alabama corporation to be named **SMARTECH MEDIA SERVICES, INC.**, such stock being of the par value of One Dollar (\$1) per share. It is further understood and agreed by me that said stock will be paid for by the undersigned as the incorporator of said Alabama corporation upon the formation of same.

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>CONSIDERATION</u>
Jennifer F. Hale	510	\$510.00
Ronald E. Hale, Jr.	245	\$245.00
James F. Hale	245	\$245.00

  
Subscriber: Jennifer F. Hale

  
Subscriber: Ronald E. Hale, Jr.

  
Subscriber: James F. Hale

AGENT'S STATEMENT

STATE OF ALABAMA

SHELBY COUNTY

Before me, the undersigned authority, a Notary Public in and for said County and State, personally appeared Jennifer F. Hale, who being by me first duly sworn, deposes and says as follows:

That he is the agent or person designated by the incorporators of **SMARTECH MEDIA SERVICES, INC.**, a proposed corporation, to receive subscriptions to the capital stock of said corporation; and that the foregoing is a true and correct copy of the stock subscription list. Affiant further states that, as shown by the above subscription list, the capital stock paid in is One Thousand Dollars (\$1,000.00) and that the stock has been paid in full.

  
Jennifer F. Hale

Sworn to and subscribed before me by Jennifer F. Hale on this the 24<sup>th</sup> day of July, 1996.

  
Notary Public

# STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Smartech Media Services, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jennifer F Hale, 1320 Inverness Corners, Birmingham, AL 35242 for a period of one hundred twenty days beginning July 9, 1996 and expiring November 7, 1996.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

July 9, 1996

Date

Jim Bennett

Secretary of State

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SHELBY COUNTY JUDGE OF PROBATE