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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)  
076117000420

ACCT#:

CONTACT: DEB KORFAGE  
PHONE: (561)650-0729

FAX #: (561)655-5677

NAME: CROSS TV INCORPORATED

AUDIT NUMBER.....H98000002784

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

HILLIPPI CREEK FISHERY, INC.

- 9. 550561561 P95000013084 KARNS REPORTING, INC.
- 10. 650561562 L95000000138 INTERNATIONAL MARKETING REALTY, L.C.
- 11. 650561567 P95000020199 CLASSIC LIMOUSINE SERVICE, INC.
- 12. 650561568 P95000015073 PREFERRED TITLE, INC.
- 13. 650561569 P95000016475 E.M.V. MEDICAL CORP.
- 14. 650561573 P95000012088 LITTLE DETAILS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF  
**CROSS TV INCORPORATED**  
 (A Corporation Not for Profit)

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**Article I**  
Name

The name of the corporation is Cross TV Incorporated.

**Article II**  
Duration

The corporation shall have a perpetual existence.

**Article III**  
Purpose

1. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States Internal Revenue Law.

2. No part of the earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its exempt purposes), and no member or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in applicable Treasury Regulations.

4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under sections 501(c)(3)(A) of the Code.

Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
David G. Bates, Florida Bar No. 0935451  
777 South Flagler Drive, Suite 500E  
West Palm Beach, FL 33401  
(561) 655-1980

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5. Upon dissolution of the Corporation of the winding up of its affairs, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code.

**Article IV**  
**Address**

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

370 Camino Gardens Blvd.  
Boca Raton, FL 33432

**Article V**  
**Capital Stock**

This corporation shall have no capital stock and shall be composed of members rather than shareholders.

**Article VI**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 777 South Flagler Drive, Suite 500 East, West Palm Beach, FL 33401 and the name of the initial registered agent of this corporation at the address is Valdes-Fauli Corporate Services, Inc.

**Article VII**  
**Incorporator**

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

Mark Kielar  
370 Camino Gardens Blvd.  
Boca Raton, FL 33432

**Article VIII**  
**Membership**

The Corporation shall have no members and shall not issue stock.

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**Article IX**  
**Directors**

The powers of this Corporation shall be exercised and its affairs conducted by a Board of Directors composed of three (3) initial members and whose replacements shall thereafter be named by the remaining members of the Board of Directors as provided in the Bylaws. The number of Directors may be increased or decreased from time to time as the Board may determine, however the number of Directors shall not be less than three.

**Article X**  
**Indemnification**

This Corporation shall indemnify its directors and officers, and may indemnify its employees, agents and such other persons as designated by a majority of the directors, to the fullest extent permitted by the provisions of the Florida Not For Profit Corporation Act and the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in connection with a civil or criminal proceeding brought against such person or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in his or her official capacity during such relationship with this Corporation. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified persons may be entitled under any other law, Bylaws, agreement, vote of disinterested directors or otherwise. This indemnification 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, personal representatives and administrators of such a person. An adjudication of liability shall not affect the right to indemnification of those indemnified.

**Article XI**  
**Amendment**


The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the member(s) is subject to this reservation.

**Article XII**  
**Bylaws**

The Bylaws may be adopted, altered, amended, or repealed by either the members or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by members if the members specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

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The undersigned does hereby execute these Articles of Incorporation for the purposes of forming a not for profit corporation pursuant to Chapter 617 of the Florida Statutes, this 9<sup>th</sup> day of February, 1998.

  
\_\_\_\_\_  
Mark Kielar  
Sole Incorporator

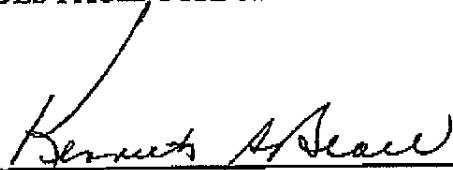
**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for Cross TV Incorporated, a Florida not for profit corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-FAULI CORPORATE SERVICES, INC.

By:



Kenneth S. Beall, Jr.  
Vice President

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