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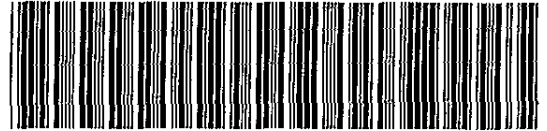
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 NOV 21 AM 11:07

FILED

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Digital Television Network Holdings, Inc.

SUBJECT: DIGITAL TELEVISION NETWORK HOLDINGS INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
ADDITIONAL COPY REQUIRED

FROM: GARY A. CRAIG  
Name (Printed or typed)

11607 PALMETTO WAY  
Address

COOPER CITY, FL 33026  
City, State & Zip

954-536-8334  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF**

**Digital Television Network Holdings, Inc.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE 1  
NAME**

The name of this corporation shall be Digital Television Network Holdings, Inc.  
(DTVN Holdings, Inc.)

**ARTICLE 11  
NATURE OF BUSINESS**

This corporation may engage in or transact any all-lawful legal services permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE 111  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 300,000 share of common stock having a \$.01 par value per share.

**ARTICLE IV  
ADDRESS OF REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 11607 Palmetto Way, Cooper City Fl. 33026 and the name of the initial register Agent of the corporation at the address is Gary A. Crain, which agent, pursuant to Florida Statute 48.091, shall accept service of process within this state.

**ARTICLE V  
SPECIAL PROVISIONS**

The stock of this corporation in intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish the compliance.

**ARTICLE VI  
TERM OF EXISTANCE**

This corporation shall exist perpetually.

**ARTICLE VII  
INITIAL BUSINESS ADDRESS**

The initial business address of the corporation shall be as follows:  
11607 Palmetto Way, Cooper City, Florida, 33026

**ARTICLE VIII  
BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the by-laws. The names and addresses of the initial director(s) of this corporation are:

NAME	OFFICER	ADDRESS
Doug Klein	President	3997 Barbados Ave Cooper City, FL 33026
Gary A. Crain	Treasurer	11607 Palmetto Way Cooper City, Florida 33026
Jack Weintraub	Secretary	1272 Rose Avenue, Carol Stream, Ill. 60188

The corporation shall indemnify and hold harmless each person who shall serve at any time hereunder as a director or officer of the corporation, and any person who serves at the request of the corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any claim or liability as to which it gross shall be adjusted that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the forgoing provisions shall exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, an no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in or are directors or officers of such corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the board of directors of such members thereof as shall be present of any meeting of the board at which action upon any such contract or transaction shall be taken, and any director of the corporation is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction, any may vote there to authorize any such contract or transaction with like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

## ARTICLE VIX DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of corporation, be distributed to the shareholders, pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him or her.

## ARTICLE X INCORPORATOR

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

Gary A. Crain  
Whose address is:  
11607 Palmetto Way  
Cooper City, Florida 33026

## ARTICLE XI BY LAWS

The power to adopt, alter, amend, or repeal any provisions of the Articles of Incorporation or by the by-laws shall be vested in the shareholders and the board of directors.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 12<sup>th</sup> day of November 2003.

  
GARY A. CRAIN

**DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida, with its principle office located at 11607 Palmetto Way, Cooper City, Florida 33026 has named **GARY A. CRAIN**, whose address is 11607 Palmetto Way, Cooper City, Florida. 33026 as its Agent to accept service of process within this State.

**ACCEPTACE:**

I agree as Registered Agent to accept service of process; to keep office during prescribed hours; to post my name and any other officers of said corporation authorized to accept service of process at the above designated address in some conspicuous place in the office as required by law.

Registered Agent:

  
GARY A. CRAIN