

1201 HAYS STREET
TALLAHASSEE, FL 32301
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PS 50001526805



network

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

JUN 29 10:16
OFFICE OF THE
SECRETARY OF STATE

ACCOUNT NO. : 072100000032

REFERENCE : 628813 81686A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : June 29, 1995

ORDER TIME : 9:56 AM

ORDER NO. : 628813

1 500001526805

CUSTOMER NO: 81686A

CUSTOMER: Mercedes Padin, Esq
KEITH MACK LEWIS COHEN &
LUMPKIN, P.A.
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: BROAD ACQUISITION CORPORATION

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN

JUN 29 1995

FILED
95 JUN 29 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BROAD ACQUISITION CORPORATION**

FILED
95 JUN 29 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Each undersigned incorporator of these Articles of Incorporation hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

BROAD ACQUISITION CORPORATION

ARTICLE II

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 100 shares of \$1.00 Dollar par value common stock.

ARTICLE III

- A. This Corporation is to exist perpetually.
- B. The corporate existence of this Corporation shall commence on the date these Articles of Incorporation are executed.

ARTICLE IV

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

Address of Registered Office

KEY CORPORATE SERVICES, INC.

First Union Financial Center
200 South Biscayne Boulevard
Twentieth Floor
Miami, Florida 33131

ARTICLE V

The name and post office address of each incorporator to these Articles of Incorporation shall be:

Name

Address

EDGAR LEWIS

First Union Financial Center
200 South Biscayne Boulevard
Twentieth Floor
Miami, Florida 33131

ARTICLE VI

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

ARTICLE VII

The Corporation shall have two (2) directors initially. Thereafter the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one director, nor more than three (3) directors.

ARTICLE VIII

The principal office and the mailing address of the Corporation shall be as follows:

Principal Office

111 S.E. 1st Street
Miami, Florida 33131

Mailing Address

111 S.E. 1st Street
Miami, Florida 33131

ARTICLE IX

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.


ARTICLE X

At each election for directors, each stockholder entitled to vote at such election shall have the right: to cumulate his votes by giving one candidate as many votes as the number of shares of stock then owned by such stockholder; or to distribute such votes on the same principal among any number of candidates.

ARTICLE XI

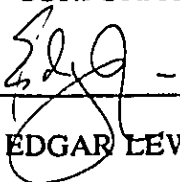
In the event that authorized shares of stock of the Corporation are to be issued, each then existing stockholder shall have the right, from time to time and at any time, to purchase a fraction of the authorized stock being issued, the numerator of which shall be the number of shares of stock of the Corporation then owned by the said stockholder, and the denominator of which shall be the total number of shares of stock then owned by all stockholders. The purchase price for each share of stock shall be the price at which it is issued.

IN WITNESS WHEREOF, each incorporator has hereunto executed these Articles of
Incorporation this 26th day of June 1995 at Miami, Florida.


_____(SEAL)
EDGAR LEWIS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

KEY CORPORATE SERVICES, INC.

By: 

EDGAR LEWIS, PRESIDENT Date

FILED
95 JUN 29 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



95 AUG 16 11:00:48
LEGISLATIVE SECRETARIAT

ACCOUNT NO. : 072100000032
REFERENCE : 660429 81686A
AUTHORIZATION :
COST LIMIT : \$ PREPAID, SEE ATTACHED

ORDER DATE : August 16, 1995

ORDER TIME : 9:45 AM

ORDER NO. : 660429

CUSTOMER NO: 81686A

CUSTOMER: Mercedes Padin, Esq
Keith Mack Lewis Cohen &
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

FILED
95 AUG 16 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

FILE 2ND*****

NAME: BROAD ACQUISITION CORPORATION *NE Same*

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: _____

**Keith
Mack
Lewis
Cohen &
Lumpkin**

ATTORNEYS AT LAW
SINCE 1947

Gregg S. Ahrens
Sarah B. Clasby
Robert A. Cohen
Henry J. Eichler
Loren S. Granoff, P.A.
Keith T. Grumer
Michael J. Hogsten
Carlos D. Lerman
Edgar Lewis
Jack S. Lewis

R. Hugh Lumpkin
Dawn Marshall
Charles D. Nostra
Mercedes Padin
Cynthia Perez
Michele S. Primeau
Alan Rosenthal
Norman S. Segall
Jeffrey P. Shapiro
Barry S. Yarchin

Seymour D. Keith (retired)
James L. Mack (retired)
of counsel

Bernard Dane Stein, P.A.
of counsel

August 3, 1995

FEDERAL EXPRESS

Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Broad Marketing Associates, Inc., a Florida corporation
Broad Acquisition Corporation, a Florida corporation
Broad Telecom, Inc., a Florida corporation

Gentlemen:

Enclosed please find our check in the amount of \$105 representing the filing fee for the enclosed Amendments to Articles of Organization for the above referenced corporations.

Each Amendment has been marked to indicate that:

- 1) Broad Marketing Associates, Inc. should be filed first;
- 2) Broad Acquisition Corporation should be filed second; and
- 3) Broad Telecom, Inc., should be filed last.

Please call me if you have any questions.

Very truly yours,


Mercedes Padin

MP:cb
Enclosures

08/03/95\MP\STIBERMA\SECTY-ST.LTR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 9, 1995

Mercedes Padin
% Keith, Mack, Lewis, Cohen & Lumpkin
200 S. Biscayne Blvd., 20th Floor
Miami, FL 33131-2310

SUBJECT: BROAD ACQUISITION CORPORATION
Ref. Number: P95000050922

We have received your document for BROAD ACQUISITION CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 695A00037311

AMENDMENT TO ARTICLES OF INCORPORATION
BROAD ACQUISITION CORPORATION

FILED
95 AUG 16 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the Vice President of BROAD ACQUISITION CORPORATION, a Florida corporation, does hereby certify as follows:

- A. The name of this Corporation is **BROAD ACQUISITION CORPORATION.**
- B. Effective upon filing of this Amendment with the Secretary of State of the State of Florida, the Articles of Incorporation of the Corporation are amended as follows:

Article I of the Articles of Incorporation of the Corporation is deleted, and in its place and stead, the following is inserted:

**"ARTICLE I
NAME**

The name of this Corporation is **BROAD MARKETING ASSOCIATES, INC.**

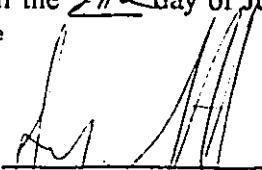
Article VIII of the Articles of Incorporation of the Corporation is deleted, and in its place and stead, the following is inserted:

**ARTICLE VIII
ADDRESS**

Effective upon the filing of this Amendment with the Secretary of State of the State of Florida, the principal office and mailing address of the Corporation is 2001 N.W. 93rd Avenue, Miami, Florida 33172."

- C. In all other respects, the Articles of Incorporation remain unamended.

a majority of the Shareholders and D. This Amendment to the Articles of Incorporation was approved and adopted by action of 1 Directors of the Corporation on the 27th day of July, 1995, which majority is sufficient for approval of the Amendment.



Sergio Stiberman, Vice President

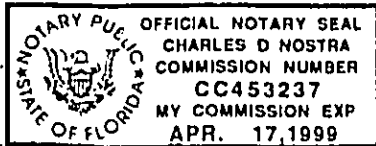
(ACKNOWLEDGMENT APPEARS ON THE FOLLOWING PAGE)

STATE OF FLORIDA)

) ss:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 27th day of July, 1995, by Sergio Stiberman, as ~~Vice~~ President on behalf of BROAD MARKETING ASSOCIATES, INC., previously known as BROAD ACQUISITION CORPORATION. He is (check one) personally known to me or has produced a Driver's License as identification.



Charles D. Nostra
(Signature of Person Taking Acknowledgment)

CHARLES D. NOSTRA
(Name of Acknowledger Typed, Printed or Stamped)
(Title or Rank)
(Serial Number, if any)

Notary Public, State of Florida

My Commission Expires: