

**Electronic Articles of Incorporation
For**

P05000018876
FILED
February 04, 2005
Sec. Of State
wcunningham

A3TV HOLDINGS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

A3TV HOLDINGS, INC.

Article II

The principal place of business address:

1200 WEST AVENUE
715
MIAMI BEACH, FL. 33139

The mailing address of the corporation is:

1200 WEST AVENUE
715
MIAMI BEACH, FL. 33139

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

GEOFFREY K ROBINSON ESQ.
1215 E. BROWARD BLVD.
200
FORT LAUDERDALE, FL. 33301

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: GEOFFREY KING ROBINSON

Article VI

The name and address of the incorporator is:

GEOFFREY KING ROBINSON
1215 E. BROWARD BLVD.
FORT LAUDERDALE, FL
33310

Incorporator Signature: GEOFFREY KING ROBINSON

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D
ANDY L RUFFELL
1508 BAY ROAD, APT. # 517
MIAMI BEACH, FL. 33139

Title: D
DAVID MARDINI
465 OCEAN DRIVE, SUITE # 809
MIAMI BEACH, FL. 33139

Title: D
JUSTIN S ALTSHULER
1200 WEST AVENUE, SUITE #1231
MIAMI BEACH, FL. 33139