ACCOUNT NO. : 072100000032 PRESTICE HALL. LEGAL & FISASCIAL SERVICES REFERENCE : 147221 AUTHORIZATION : COST LIMIT : \$ 227.50 ORDER DATE: November 7, 1996 ORDER TIME : 9:51 AM

ORDER NO. : 147221-015

CUSTOMER NO: 4329904

CUSTOMER: Ms. Karen Seymour-flett

BROAD AND CASSEL

Suite 300

7777 Glades Road Boca Raton, FL 33434 094400051399

900001998899--7

DOMESTIC FILING

NAME:

SPOTLIGHT BUSINESS TELEVISION, LTD.

FILE SECOND

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY _ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Hampirous of Fronce Kall by and Hammel to CSC Returning

CERTIFICATE OF LIMITED PARTMERSHIP OF SPOTLIGHT BUSINESS TELEVISION, LTD. a Florida limited partnership

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby state the following:

- 1. The name of the limited partnership is Spotlight Business Television, Ltd. (the "Partnership").
- 2. The address of the office of the Partnership is 1975 E. Sunrise Blvd., Suite 503, Fort Lauderdale, Florida 33304.
- 3. The name and address of the agent for service of process on the Partnership is David J. Powers, 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.
- 4. The name and business address of each general partner is as follows:

Spotlight Television, Inc.

1975 E. Sunrise Blvd. Suite 503

P96000092054

Fort Lauderdale, FL 33304

- 5. The mailing address of the Partnership is 1975 E. Sunrise Blvd., Suite 503, Fort Lauderdale, Florida 33304.
- 6. The latest date upon which the Partnership will dissolve is December 31, 2096.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the sole General Partner of Spotlight Business Television, Ltd. this 7th day of November, 1996.

GENERAL PARTMER:

SPOTLIGHT TELEVISION, INC.

Bv:

Tim T. Byrne, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Spotlight Business Television, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

David J. Powers

7th day of November, 1996.

REGISTERED AGENT

David J. Powers

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of Spotlight Business Television, Ltd., a Florida limited partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$19,800.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$19,800.

Executed this 7th day of November, 1996.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GEMERAL PARTMER:

SPOTLIGHT : TELEVISION, INC.

By: Tim T. Byrne, President