

F03000006384

Division of Corporations

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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : CORPORATION SERVICE COMPANY /ACH
Account Number : I20000000195
Phone : (850)521-0925
Fax Number : (850)521-0925

FOREIGN PROFIT QUALIFICATION
VITAL TV MEDIA, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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DIVISION OF CORPORATION

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

REGULATIONS GOVERNING CORPORATION FROM FOREIGN COUNTRY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. VITAL TV MEDIA, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 3742930
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 19, 2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 9158 Great Heron Circle, Orlando, Florida 32836
(Principal office address)

9158 Great Heron Circle, Orlando, Florida 32836
(Current mailing address)

8. To operate a cable television network.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hayes Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Deborah D Skipper Deborah D. Skipper
(Registered agent's signature) Asst. V. Pres.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: David Almstead

Address: 9158 Great Heron Circle

Orlando, Florida 32836

Vice President: _____

Address: _____

Secretary: David Almstead

Address: 9158 Great Heron Circle, Orlando, Florida 32836

Treasurer: _____

Address: _____

NOTE: If necessary, you may file an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David Almstead- President, Secretary and Chief Executive Officer
(Typed or printed name and capacity of person signing application)

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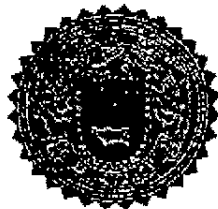
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VITAL TV MEDIA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VITAL TV MEDIA, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3742930 8300

AUTHENTICATION: 2835826

030835026

DATE: 12-24-03