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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

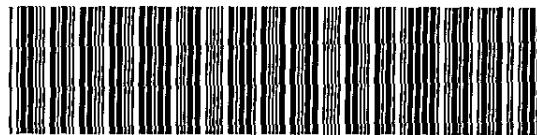
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FLORIDA CORPORATIONS
ALLAHASSEE, FLORIDA

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W04-17425
J. BRYAN MAY - 6 2004

J. BRYAN MAY 18 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Nexus International Broadcasting, Inc. (the "Company")
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida. Please note that the Company is affiliated with Nexus International Broadcasting, Inc., a Florida corporation.

Please return all correspondence concerning this matter to the following:

Robert B. Macaulay

(Name of Person)

Mitrani, Rynor, Adamsky & Macaulay, P.A.

(Firm/Company)

1 S.E. 3rd Avenue, Suite 2200

(Address)

Miami, Florida 33131

(City/State and Zip code)

For further information concerning this matter, please call:

Robert B. Macaulay at (**305**) **358-0050**
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 6, 2004

ROBERT B. MACAULAY
MITRANI, RYNOR, ADAMSKY & MACAULAY, P.A.
1 S.E. 3RD AVENUE, STE. 2200
MIAMI, FL 33131

SUBJECT: NEXUS INTERNATIONAL BROADCASTING, INC.
Ref. Number: W04000017425

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for NEXUS INTERNATIONAL BROADCASTING, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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 (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 804A00030910

LAW OFFICES
MITRANI, RYNOR, ADAMSKY & MACAULAY, P.A.
2200 SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 358-0050
TELECOPIER (305) 358-0550

May 6, 2004

By FedEx

Division of Corporations
409 East Gainesville Street
Tallahassee, Florida 32399
Attn: Amendment Section

Re: **Articles of Dissolution of Nexus International Broadcasting,
Inc. (Florida)**
Document No.: P03000133772

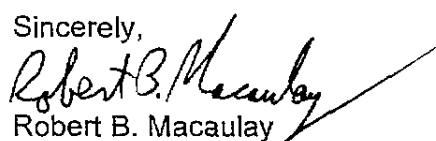
Dear Sir or Madam:

We represent Nexus International Broadcasting, Inc., a Florida corporation ("Nexus Florida"), Nexus International Broadcasting, Inc., a Delaware corporation ("Nexus Delaware") and their principals, Cesar Mazotta and Fernando Toledo. Enclosed are the Articles of Dissolution of Nexus Florida, together with an application by Nexus Delaware as a foreign corporation for authorization to transaction business in Florida.

We hereby confirm that Nexus Florida will not revoke its Articles of Dissolution and hereby releases the name "Nexus International Broadcasting, Inc." so that it may be used by Nexus Delaware in Florida.

Please feel free to call the undersigned with any questions and comments.

Sincerely,


Robert B. Macaulay

RBM/sff

cc: Fernando Toledo

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FLORIDA
ALLAHASSEE, FLORIDA
SUNTRUST INFORMATION

LAW OFFICES
MITRANI, RYNOR, ADAMSKY & MACAULAY, P.A.
2200 SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 358-0050
TELECOPIER (305) 358-0550

May 13, 2004

By FedEx

Joey Bryan
Document Specialist
499 East Gaines Street
Tallahassee, Florida 32399

Re: Nexus International Broadcasting, Inc., a Delaware corporation ("Nexus Delaware")/application for authorization to transact business in Florida

Dear Mr. Bryan:

On May 6, 2004, we filed an application for authorization to transact business in Florida for Nexus Delaware. Our application was rejected because there already existed Nexus International Broadcasting, Inc., a Florida corporation(also incorporated by us) ("Nexus Florida"). We have since then filed Articles of Dissolution of Nexus Florida, as well as relinquished our rights to revoke said articles and released the name so that it may be used by Nexus Delaware in Florida. I am enclosing an original Certificate of Good Standing for Nexus Delaware, our application for authorization to transact business in Florida, our letter dated May 6, 2004, transmitting articles of dissolution for Nexus Florida and your letter dated May 6, 2004. Please proceed with the filing of our application and return to us a certified copy of the Certificate of Status for Nexus Delaware.

Thank you for your cooperation. If you have any questions, please call me at 305-358-0050.

Sincerely,

Robert B. Macaulay
Robert B. Macaulay

RBM/sff

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FLORIDA
CORPORATIONS
ALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Nexus International Broadcasting, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-1007347

(FEI number, if applicable)

4. December 31, 2002

(Date of incorporation)

5. Perpetual

(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. One Southeast Third Avenue, Suite 2200, Miami, Florida 33131

(Principal office address)

One Southeast Third Avenue, Suite 2200, Miami, Florida 33131

(Current mailing address)

8. Broadcasting

(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: Robert B. Macaulay

Office Address: 1 S.E. 3rd Avenue, Suite 2200

Miami, Florida 33131
(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.

Robert B. Macaulay

(Registered agent's signature)

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.

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

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: **Cesar A. Mazotta**

Address: **One Southeast Third Avenue, Suite 2200, Miami, Florida 33131**

Director: **Fernando Toledo**

Address: **One Southeast Third Avenue, Suite 2200, Miami, Florida 33131**

B. OFFICERS

President: **Cesar A. Mazotta**

Address: **One Southeast Third Avenue, Suite 2200, Miami, Florida 33131**

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____
(Signature of Director or Officer listed in number 12 of the application)

14. **Fernando Toledo**
(Typed or printed name and capacity of person signing application)

2004 MAY 14 FILED
JIMMY J. JONES, INCORPORATIONS
TALLAHASSEE, FLORIDA
AM 8:15

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEXUS INTERNATIONAL BROADCASTING, 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 TWELFTH DAY OF MAY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEXUS INTERNATIONAL BROADCASTING, INC." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.

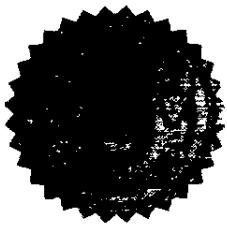
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
2004 MAY 14 AM 8:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3609479 8300



AUTHENTICATION: 3107310

040348435

DATE: 05-12-04