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(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

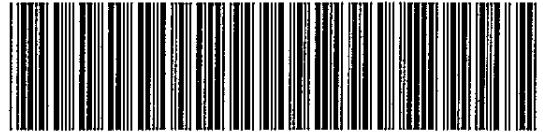
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TALLAHASSEE, FLORIDA

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LIBOW & MUSKAT LLP

ATTORNEYS AT LAW

3351 N.W. BOCA RATON BOULEVARD
BOCA RATON, FLORIDA 33431
TELEPHONE (561) 367-7300
FACSIMILE (561) 391-2566
www.LLMattorneys.com

ALLEN H. LIBOW
JACLYN G. MUSKAT ◊
WILLIAM M. SHAHEEN

JEFFREY C. WEINSTEIN ◻
ERIC J. STOCKEL ‡
JEFFREY M. GLOTZER *
JOHN E. HURLEY
RON S. BILU
DAVID M. ADELSTEIN
SIOBHAN M. WINGFIELD

ARTHUR W. TIFFORD, OF COUNSEL **

◊ ALSO ADMITTED IN NEW YORK, NEW JERSEY
AND DISTRICT OF COLUMBIA
‡ ALSO ADMITTED IN NEW YORK AND NEW JERSEY
* ALSO ADMITTED IN NEW YORK, COLORADO,
AND HAWAII
◻ ALSO ADMITTED IN MICHIGAN
** ALSO ADMITTED IN NEW YORK

MIAMI OFFICE:

1385 N.W. 15TH STREET
MIAMI, FLORIDA 33125-1621

PLEASE REPLY TO

BOCA RATON

November 17, 2003

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

Re: Cable Promotions of America LLC

Gentlemen:

Enclosed please find the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, along with an original certificate of existence issued by the State of Delaware, and a Certificate of Designation of Registered Agent/Registered Office for the Limited Liability Company whose name shall be Cable Promotions of America LLC. Also enclosed please find a \$125.00 check, representing the filing fee for same.

If you should have any questions or concerns regarding these Articles of Organization, please contact the above-listed number. Thank you for your assistance in this regard.

Very truly yours,

LIBOW & MUSKAT LLP



Ron S. Bilu, Esq.

RSB:rr

Enclosures

cc: William M. Shaheen, Esq.

F:\Cable Promotions of America\Secretary of State\11403.ltr.wpd

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. Cable Promotions of America LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 72-1574399
(FEI number, if applicable)
4. August 6, 2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1308 Delaware Avenue, Wilmington, DE 19806

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

James Hill Mitre, Ave 5H, Norte, Enrique Genzier, El Cangrejo, Apartado Postal 1082, Panama 9-A

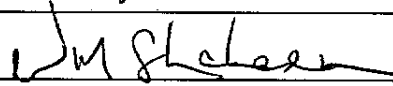
Ave 5H, Norte, Enrique Genzier, El Cangrejo, Apartado Postal 1082, Panama 9-A

Antonio Quintana Matheau

Ave 5H, Norte, Enrique Genzier, El Cangrejo, Apartado Postal 1082, Panama 9-A

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Promoting Cable
Television Services to Minority Audiences


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

William M. Shaheen, Esq.

Typed or printed name of signer

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TALLAHASSEE FLORIDA
SEC. OF STATE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Cable Promotions of America LLC

2. The name and the Florida street address of the registered agent and office are:

William M. Shaheen, Esq.

(Name)

3351 NW Boca Raton Blvd.

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Boca Raton, FL 33431

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Wm M Shaheen

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

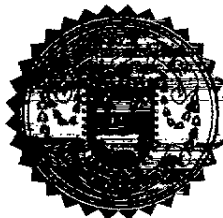
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TALLAHASSEE, FLORIDA

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CABLE PROMOTIONS OF AMERICA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF NOVEMBER, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State