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02/01/95

FLORIDA DIVISION OF CORPORATIONS
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((H95000001293))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: DESANTIS, GASKILL & HUNSTON, P.A.
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((H95000001293))

DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: NATIONAL INTERACTIVE TELEVISION ASSOCIATION, INC.

FAX AUDIT NUMBER: H95000001293

CURRENT STATUS: REQUESTED

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** ENTER 'M' FOR MENU **

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CSFPO-3 7/10/99

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1. MENU, 3. OFFICERS, 5. NOTES, 7. LIST, 8. NEXT, 9. PREV

ENTER SELECTION AND CR:
February 2, 1995

DESANTIS GASKILL & HUNSTON P.A.

N PALM BEACH, FL

SUBJECT: NATIONAL INTERACTIVE TELEVISION ASSOCIATION, INC.
REF: W95000002362

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the

articles of incorporation. A statement making reference to the bylaws is acceptable.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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 (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000001293
Letter Number: 895A00004385

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida
32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Northam
Secretary of State

February 2, 1995

DESANTIS GASKILL & HUNSTON P.A.

N PALM BEACH, FL

SUBJECT: NATIONAL INTERACTIVE TELEVISION ASSOCIATION, INC.
REF: W95000002362

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please accept our apology for failing to mention this in our previous letter.

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

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 (904) 487-6934.

Loria Poolu
Corporate Specialist

FAX Aud. #: H95000001293
Letter Number: 895A00004385

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

FILED

95 FEB -3 AM 10:09

FAX AUDIT NO. H95000001293

ARTICLES OF INCORPORATION
TALLAHASSEE, FLORIDA OF
NATIONAL INTERACTIVE TELEVISION ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned persons do hereby make, subscribe and acknowledge that they have voluntarily associated themselves together for the purpose of forming a corporation not for profit, the Articles which read as follows:

ARTICLE ONE
NAME

The name of this corporation is NATIONAL INTERACTIVE TELEVISION ASSOCIATION, INC.

ARTICLE TWO
PRINCIPAL CORPORATE OFFICE AND ADDRESS

The initial principal office of this corporation shall be located at 4118 Lakespur Circle South, Palm Beach Gardens, Florida 33410 and the mailing address shall be 4119 Lakespur Circle South, Palm Beach Gardens, Florida 33410.

ARTICLE THREE
PURPOSE

This corporation is organized to promote and advance the field of interactive television and any other lawful purposes which are permitted within the State of Florida and the United States of America. This includes educational, scientific, professional and trade association purposes as set forth in Florida Statute 617.0301.

ARTICLE FOUR
REGISTERED AGENT AND OFFICE

The name and office address of this corporation's registered agent in Florida is Robert C. Hackney, 4119 Lakespur Circle South, Palm Beach Gardens, Florida 33410.

ARTICLE FIVE
TERM OF EXISTENCE

The term of existence of this corporation is to be perpetual unless dissolved according to law.

ARTICLE SIX
QUALIFICATION OF MEMBERS

Qualification of members and the manner of their admission is to be provided for in the corporation's bylaws.

Robert C. Hackney
Fl. Bar No. 229563
DeSantis Gaskill & Hunston
11891 US Highway One
North Palm Beach, FL 33408
(407) 622-2700

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**ARTICLE SEVEN
BOARD OF DIRECTORS**

The number constituting the Initial Board of Directors of this corporation ~~is three (3)~~ ^{Three (3)} which may be increased by further action of the members. The names and addresses of the persons who are to serve initially are Robert C. Hackney, 4119 Lakespur Circle South, Palm Beach Gardens, Florida 33410; Robert D. Orkin, 3333 W. Commercial Blvd., Suite 103, Ft. Lauderdale, FL 33308, and Susan M. Joyner, 11891 U.S. Highway One, North Palm Beach, FL 33408. The Directors are elected/appointed pursuant to the Bylaws of the Corporation.

**ARTICLE EIGHT
NONSTOCK CORPORATION**

The corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the corporation shall not be issued.

**ARTICLE NINE
DISSOLUTION**

The Association may be dissolved only by a three-fourths (3/4) vote of the entire membership of the Association, and then only in accordance with the legal formalities necessary for the dissolution of a membership corporation.

**ARTICLE TEN
BYLAWS**

The first bylaws of this corporation will be adopted by the Board of Directors named herein.

Upon prompt notice, the bylaws may be amended, altered, or rescinded by a two-thirds (2/3) affirmative vote of the members present at a meeting and entitled to vote.

**ARTICLE ELEVEN
AMENDMENTS**

These Articles of Incorporation may be amended by a two-thirds (2/3) affirmative vote of the members present at a meeting and entitled to vote.

**ARTICLE TWELVE
INDEMNIFICATION**

Every Director and every officer of the corporation will be indemnified by the corporation against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director, an officer of the corporation whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in

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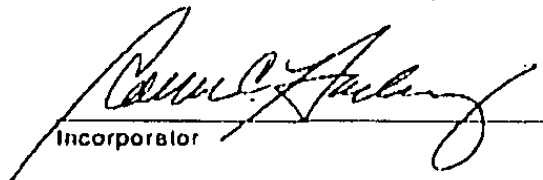
PAX AUDIT NO. H95000001293

the performance of his duties. Provided that, in the event of a settlement this right of indemnification will only apply if a majority of the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE THIRTEEN
INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is Robert C. Hackney, 4110 Lakespur Circle South, Palm Beach Gardens, Florida 33410..

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto set my signature this 1st day of February, 1995.


Incorporator

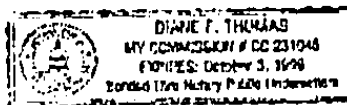
STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 1st day of February, 1995, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Robert C. Hackney, (✓) personally known to me or () has produced _____ as identification, the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

(Notary Seal)


Notary Public, State of Florida
My Commission Expires:



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FAX AUDIT NO. H95000001293

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Sections 48.091 (1) and 607.034, Florida Statutes, the following is submitted in compliance thereof:

That NATIONAL INTERACTIVE TELEVISION ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, designates the name and address of its registered agent to accept service of process within this State as follows:

Name:Address:

Robert C. Hackney

4119 Lakespur Circle S.
Palm Beach Gardens, FL 33410

ACKNOWLEDGEMENT:

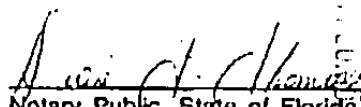
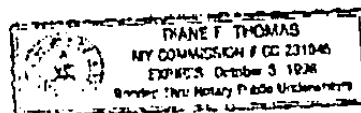
Having been named to accept service of process for the above-stated corporation, at the above-stated address in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the premises open from 10:00 a.m. to noon each day, except Saturday's, Sunday's and legal holidays, and to post herein a sign designating the name of the corporation and the name of its registered agent.


Registered AgentSTATE OF FLORIDA
COUNTY OF PALM BEACH

On this 2nd day of February, 1995, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared Robert C. Hackney, () personally known to me or () has produced _____ as identification, the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

(Notary Seal)


Notary Public, State of Florida
My Commission Expires:

FAX AUDIT NO. H95000001293