

Hughes Hubbard & Reed LLP

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Miami, Florida 33131-4332  
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Antonio R. Zamora  
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Direct Dial: 305-379-5574  
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P000000004776

January 7, 2000

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: SkyBox.Net, Inc.

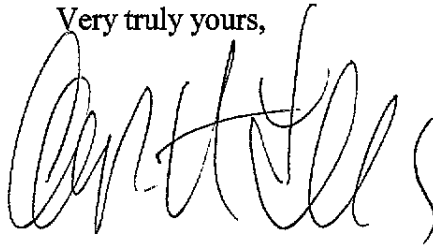
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Incorporation of SkyBox.Net, Inc., along with the filing fee of \$78.75.

I would appreciate it if you return to us a certified copy for our records. If you have any questions, please call me at (305) 379-5574.

Very truly yours,



ARZ/dh  
Enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JAN 10 PM 12:42

One Battery Park Plaza  
W6-MI982650-005  
New York, NY  
10004-1482  
212-837-6000

47, Avenue Georges Mandel  
75116 Paris, France  
(33) (1) 44.05.80.00

1775 I Street, N.W.  
Washington, D.C.  
20006-2401  
202-721-4600

350 South Grand Avenue  
Los Angeles, CA  
90071-3442  
213-613-2800

8/11/100

**ARTICLES OF INCORPORATION  
OF  
SKYBOX.NET, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JAN 10 PM 12:42

The undersigned, for the purpose of forming a Florida corporation, hereby makes, acknowledges, and files the following Articles of Incorporation.

**ARTICLE I -- NAME**

The name of the corporation is SKYBOX.NET, INC.

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the corporation shall be 7296 NW 44th Street, Miami, Florida 33166-6400.

**ARTICLE III -- DURATION**

The corporation shall have perpetual existence.

**ARTICLE IV -- PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V -- CAPITAL STOCK**

This corporation is authorized to issue 100,000 Shares of \$1.00 par value common stock.

**ARTICLE VI -- INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of this corporation is as follows:

Antonio R. Zamora  
1408 Brickell Bay Drive  
Apt. 1211  
Miami, Florida 33131

## **ARTICLE VII -- INITIAL BOARD OR DIRECTORS**

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is as follows:

Albert P. Hernandez  
4405 N.W. 73rd Avenue  
Miami, Florida 33166

A. J. Hernandez  
7296 NW 44th Street  
Miami, Florida 33166-6400

Peter Weisberg  
7296 NW 44th Street  
Miami, Florida 33166-6400

## **ARTICLE VIII -- BY-LAWS**

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders of the Board of Directors.

## **ARTICLE IX -- INDEMNIFICATION**

The corporation shall indemnify any Officer or Director to the full extent permitted by law.

## **ARTICLE X -- PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE XI -- INCORPORATOR**

The name and the address of the person signing these Articles is as follows:

Antonio R. Zamora  
1408 Brickell Bay Drive  
Apt. 1211  
Miami, Florida 33131

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**ARTICLE XII - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 6<sup>th</sup> day of January, 2000.

  
ANTONIO R. ZAMORA

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 6<sup>th</sup> day of January, 2000.

  
ANTONIO R. ZAMORA