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

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-03/27/00--01115--017
*****87.50 *****87.50

SUBJECT: GOLDEN CHYLD BROADCASTING, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 87.50
Filing Fee, Certified Copy & Certificate.

FROM: Gibre Spencer George
8644 S. Sutton Dr.
Miramar, FL 33025
(954) 431-9282

FILED
00 MAR 27 AM 8:34
DIVISION OF STATE
TALLAHASSEE, FLORIDA

C.C.
3-31-00

FILED

ARTICLES OF INCORPORATION
OF
GOLDEN CHYLD BROADCASTING, INC.
(a corporation for profit)

00 MAR 27 AM 8:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I – NAME

The name of this Corporation is GOLDEN CHYLD BROADCASTING, INC., and its address is 8644 S. SUTTON DR., MIRAMAR, FL 33025.

ARTICLE II – DURATION

This Corporation shall have perpetual existence.

ARTICLE III – PURPOSE

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

ARTICLE IV – CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Trevor Harris, Japanese Engine Depot, and the address is 2275 NW 150th Street, Miami, Florida 33054.

ARTICLE VI – INITIAL OFFICERS

ARTICLE VI – INITIAL OFFICERS

This Corporation shall have one (1) Officer initially. The number of Officers may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Officers of this Corporation are:

<u>NAME & ADDRESS</u>	<u>POSITION</u>
GIBRE SPENCER GEORGE 8644 S. SUTTON DR. MIRAMAR, FL. 33025	PRESIDENT

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

ARTICLE VII – BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII – INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX – INCORPORATOR(S)

The name(s) of the person(s) signing these Articles is(are) GIBRE SPENCER GEORGE, address of 8644 S. SUTTON DR, MIRAMAR, FL 33025.

ARTICLE X – AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned incorporator(s) has executed these Articles of Incorporation this _____ day of _____, 2000.


GIBRE SPENCER GEORGE, Incorporator

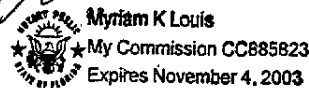
STATE OF FLORIDA)
SS.
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared now Gibre Spencer George and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he(they) acknowledge before me that he(they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 13th day of March, 2000.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission Expires: 11/4/03



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 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 HIS DUTIES.

DATED THIS 20 DAY OF MARCH, 2000.

By: 

Trevor Harker
PRINT (Registered Agent)

FILED
MAR 27 AM 8:34
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, OF FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.**

1. **The name of the Corporation is GOLDEN CHYLD BROADCASTING, INC.**
2. **The name and address of the registered agent and office is:**

**Trevor Harris
Japanese Engine Depot
2275 NW 150th Street
Miami, Florida 33054**

**Having been named as registered agent and to accept service of process for the above
stated corporation, at the place designated in this certificate, the above mentioned agent
hereby accepts the appointment as registered agent and agrees to act in this capacity. He
further agrees to comply with the provisions of all statutes relative to the proper and
complete performance of his duties, and is familiar with and accepts the obligations of
this position as registered agent.**