

PO00000045866
JOHN P. QUIÑONES SR.
Th.D., J.D.
P.O. Box 607264
Orlando, Florida 32860

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

April 25, 2000

Re: Articles of Incorporation of "CYBER VIDEO T.V., INC."

Dear Sirs (Ladies):

Enclosed please find Articles of Incorporation of "CYBER VIDEO T.V., INC." duly signed and executed by its Incorporator Pablo J. Quiñones. Please also find Money Order payable to Secretary of State in the sum of Seventy Dollars (\$70.00) to cover filing fees and Registered Agent Designation.

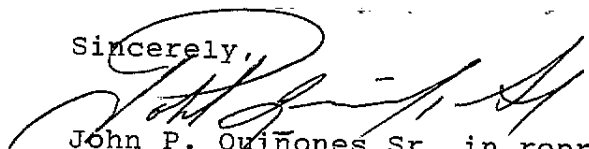
Once these Articles of Incorporation are filed and processed, kindly send us the documentation and/or proof that "Cyber Video T.V., Inc." has been duly registered and incorporated in the State of Florida.

Please send any correspondence and documentation related to this matter to the following address:

Pablo J. Quiñones
c/o John P. Quiñones Sr.
P. O. Box 607264
Orlando, Florida 32860

100003229311--9
-04/28/00--01088--008
*****70.00 *****70.00

Sincerely,


John P. Quiñones Sr. in representation of his son Pablo J. Quiñones.

EFFECTIVE DATE
204-30-00

cc: Pablo J. Quiñones

ENCLOSURES

FILED
00 APR 28 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-11380

JS/9



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 1, 2000

PABLO J. QUINONES
C/O JOHN P. QUINONES SR.
P.O. BOX 607264
ORLANDO, FL 32860

SUBJECT: CYBER VIDEO T. V. INC.
Ref. Number: W00000011380

We have received your document for CYBER VIDEO T. V. INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

If you have any further questions concerning your document, please call (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 700A00024020

ARTICLES OF INCORPORATION

OF

CYBER VIDEO T.V. INC.

FILED
00 APR 28 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607, Florida Statutes, adopt the following Articles of Incorporation of such Corporation.

ARTICLE I. (NAME)

The name of this Corporation shall be C Y B E R V I D E O
T. V. I N C.

ARTICLE II. (NATURE OF BUSINESS)

The nature of the business to be transacted by this Corporation shall be, principally, TV productions and TV broadcasting via Internet connections, including any and all means and technologies for storage and distribution of VIDEO and AUDIO content on demand via the Internet.

EFFECTIVE DATE
04-30-00

ARTICLE III. (CAPITAL STOCK)

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) SHARES OF CAPITAL STOCK having a nominal value of ONE DOLLAR (\$1.00) PER SHARE.

ARTICLE IV. (BEGINNING OF CORPORATE EXISTANCE)

The date on which corporate existence of this Corporation shall begin is April 30, 2000.

ARTICLE V. (TERM OF EXISTANCE)

This Corporation is intended to exist perpetually unless dissolved according to any shareholders agreement and law.

ARTICLE VI. (ADDRESS)

The initial street and mailing address of the principal office of this Corporation in the State of Florida is: 720 LAKEVIEW

Articles of Incorporation of
CYBER VIDEO T.V. INC.
Page 2

Drive, Ocoee, Florida 34761. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. (DIRECTORS)

This corporation shall have one (1) Director initially. The number of Directors who, unless otherwise provided by these Articles or by-laws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed, and has qualified is:

<u>NAME</u>	<u>STREET ADDRESS</u>
PABLO J. QUIÑONES	720 Lakewiew Drive Ocoee, Florida 34761

ARTICLE VIII. (REGISTERED AGENT)

The registered agent of this corporation shall be CATHRYN QUIÑONES, 720 Lakeview Drive, Ocoee, Florida 34761.

ARTICLE IX. (INCORPORATORS)

The incorporator of these Articles of Incorporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
PABLO J. QUIÑONES	720 Lakeview Drive Ocoee, Florida 34761

ARTICLE X. (OFFICERS)

The officers of this corporation shall consist of a President, and Secretary-Treasurer. Other officers may be provided for in the By-laws of the corporation. The name and address of each initial officer of the corporation is as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Pablo J. Quiñones	720 Lakewiew Drive Ocoee, Florida 34761
Secretary and Treasurer:	Cathryn Quiñones	720 Lakewiew Drive Ocoee, Florida 34761

Articles of Incorporation of
CYBER VIDEO T.V. INC.
Page 3

ARTICLE XI.(AMENDMENTS)

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of These Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in ORLANDO, Florida, this 20 day of APRIL 2000.


Signature of Incorporator

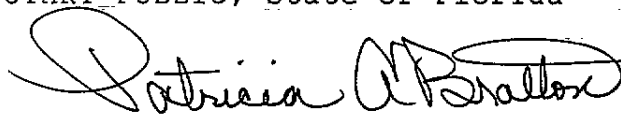
STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before me, a Notary Public duly authorized in the State of Florida, personally appeared PABLO J. QUIÑONES, to me known to be the person described as incorporator in those Articles of Incorporation; who also identified himself by his Florida Driver License NO. Q552-670-63-020-0.

Witness my hand and official seal in the State and County named above, this 20th day of April 2000.

NOTARY PUBLIC, State of Florida





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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: CYBER VIDEO T.V., INC.

2. The name and address of the registered agent and office is:

CATHRYN QUINONES
(NAME)

720 Lakeview Dr., Ocoee, Florida 34761
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Ocoee, Florida 34761
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation 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.

Cathryn Quinones
(SIGNATURE)
CATHRYN QUINONES

4/29/00
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

FILED
00 APR 28 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA