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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
Account Number : 073707002173  
Phone : (954) 966-2112  
Fax Number : (954) 981-1605

FILED  
00 SEP 25 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

CHANNELS INTERNATIONAL HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

**ARTICLES OF INCORPORATION**  
**OF**  
**CHANNELS INTERNATIONAL HOLDINGS, INC.**

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation is Channels International Holdings, Inc.

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TALLAHASSEE, FLORIDA

**ARTICLE II**

**BUSINESS ADDRESS**

The business address of this corporation is 1688 Meridian Avenue, Suite 801, Miami Beach, Florida 33180.

**ARTICLE III**

**DURATION**

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

Prepared by: Mitchell F. Green, Bar No. 385789, 4000 Hollywood Blvd., # 485 So. Hollywood, FL 33021, Phone No. (954) 966-2112

## ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

## ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

## ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

## ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

## ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is Mitchell F. Green,

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and the name of the initial registered agent of this corporation at that address is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021.

## ARTICLE IX

### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one (1).

The name and address of the initial director of this corporation is:

Sheriff J. Ishak  
1688 Meridian Avenue, Suite 801,  
Miami Beach, FL 33180

## ARTICLE X

### INCORPORATOR

The name and address of the Incorporator is:

Sheriff J. Ishak  
1688 Meridian Avenue, Suite 801,  
Miami Beach, FL 33180

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 19<sup>th</sup> day of September, 2000.

  
\_\_\_\_\_  
Sheriff J. Ishak  
Initial Director/Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST - - That Channels International Holdings, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1688 Meridian Avenue, Suite 801, Miami Beach, Florida 33180, City of Miami Beach, State of Florida, has named Mitchell F. Green, located at 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: 

Sheriff J. Ishak

TITLE: Incorporator

DATE: Sept 19th, 2000

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: Mitchell F. Green  
Registered AgentDATE: Sept-25, 2000

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TOTAL P.05