SEP-25-2000 16:10 KRAMER, GREEN, etal

Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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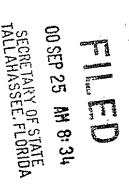
Fax Number : (850) 922-4001

From:

: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A. Account Name

Account Number : 073707002173 : (954)956-2112 Fax Number

: (954)981-1605



FLORIDA PROFIT CORPORATION OR P.A.

CHANNELS INTERNATIONAL HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF INCORPORATION

OF

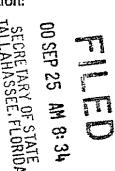
CHANNELS INTERNATIONAL HOLDINGS, INC.

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.



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

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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

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

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: Vittem J Mitchell F. Green Registered Agent

DATE: Sept-25, 2000