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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCOUNT NO. : 072100000032
REFERENCE : 848202 10938A
AUTHORIZATION : *Patricia Reynolds*
COST LIMIT : \$ 78.75

ORDER DATE : September 29, 2000
ORDER TIME : 10:50 AM
ORDER NO. : 848202-005
CUSTOMER NO: 10938A

200003409722--8

CUSTOMER: Mr. Mark F. Booth
Rogers Morris And Ziegler
300 Victoria Park Centre
1401 East Broward Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: CASTRO'S COMMUNICATIONS, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

RECEIVED
00 SEP 29 PM 12:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
JR

ARTICLES OF INCORPORATION
OF
CASTRO'S COMMUNICATIONS, INC.

FILED
SECRETARY OF STATE
CORPORATIONS
00 SEP 29 PM 3: 37

Article I - Name

The name of this corporation is: **CASTRO'S COMMUNICATIONS, INC.**

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

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

Article IV - Capital Stock (Voting and Non-Voting Stock)

This corporation is authorized to issue **One Hundred Thousand (100,000) shares of One (\$1.00) Dollar** par value common stock.

Article V - Principal Office

The street address of the principal office of this corporation is **7810 Lago Del Mar Drive, Suite 113, Boca Raton, FL 33433.**

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **7810 Lago Del Mar Drive, Suite 113, Boca Raton, FL 33433** and the name of the initial registered agent of this corporation at that address is **MICHAEL BLEICH.**

Article VII - Initial Board of Directors

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

Director:

MICHAEL BLEICH - President/Director
7810 Lago Del Mar Drive, Suite 113
Boca Raton, FL 33433

Article VIII- Incorporator

The name and address of the person signing these Articles of Incorporation is: **MARK F. BOOTH, Rogers, Morris & Ziegler, 1401 East Broward Boulevard, Suite 300, Fort Lauderdale, FL 33301.**

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of September, 2000.

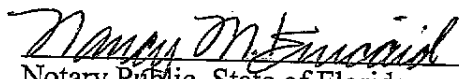


MARK F. BOOTH, Subscriber

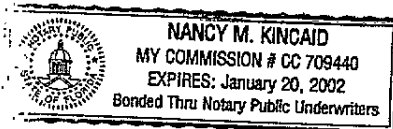
STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me, a notary public, appeared MARK F. BOOTH, who is personally known to me or who has produced _____, upon which I relied as identification, and being known to me to be the person described in and who executed the foregoing instrument, and acknowledged under oath to and before me that he executed said instrument for the purposes expressed therein.

WITNESS my hand and official seal on this 27th day of September, 2000.


Notary Public, State of Florida
Print Name: _____
Commission No.: _____

My Commission Expires:



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

STATE OF FLORIDA
DEPARTMENT OF STATE
00 SEP 27 PM 3:37

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT **CASTRO'S COMMUNICATIONS, INC.**, DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 7810 Lago Del Mar Drive, Suite 113, Boca Raton, FL 33433, HAS
NAMED MICHAEL BLEICH LOCATED AT 7810 Lago Del Mar Drive, Suite 113, Boca Raton,
FL 33433, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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.



MICHAEL BLEICH

DATED: September 27, 2000.