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Account Name : EMPIRE CORPORATE KIT COMPANY  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**HORIZON MEDIA GROUP, INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION  
OF

HORIZON MEDIA GROUP, INC

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE 1- NAME

The name of the corporation is HORIZON MEDIA GROUP, INC.

ARTICLE 2- TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE 3- NATURE OF BUSINESS

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

ARTICLE 4- CORPORATE CAPITALIZATION

4.1 The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 10,000 shares of common stock of a par value of \$1.00 per share.

4.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase an additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

Prepared by: John O. Sutton, Esq.,  
Fla. Bar No. 245380  
John O. Sutton, P.A.  
2665 LeJeune Rd., PH-II  
Coral Gables, Florida 33134  
Phone: (305) 448-1295

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4.3 The Board of Directors(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### ARTICLE 5- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is c/o John O. Sutton, P.A., 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is John O. Sutton, Esquire.

#### ARTICLE 6- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2655 LeJeune Road, Penthouse II, Coral Gables, Fl 33134.

#### ARTICLE 7- INITIAL BOARD OF DIRECTORS

The corporation shall have (2) director(s) initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The name and address of the initial directors are as follows:

Beatriz de Coiran  
4122 N.W. 60th Circle  
Boca Raton, Fl 33496

David Coiran  
4122 N.W. 60th Circle  
Boca Raton, Fl 33496

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**ARTICLE 8- INCORPORATOR**

The name and address of the Incorporator subscribing to these Articles of Incorporation is: John O. Sutton, 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134.

**ARTICLE 9- INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE 10- SHAREHOLDERS' RESTRICTIVE AGREEMENT.**

All of the shares of stock of this Corporation may be subject to a Shareholder's Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholder's Restrictive Agreement, if any, is on file at the principal office of the Corporation.

**ARTICLE 11-POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE 12- REGISTER OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE 13- BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

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ARTICLE 14- AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

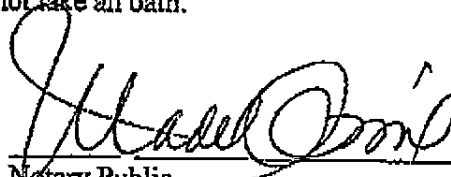
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of October, 2000.



John O. Sutton  
Incorporator

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 2nd day of October, 2000, by JOHN O. SUTTON, known to me and who did not take an oath.



Notary Public  
State of Florida at Large

My commission expires:



Madeline Aleman  
My Commission CC973244  
Expires October 10, 2003

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CERTIFICATE OF REGISTERED AGENT  
OF  
HORIZON MEDIA GROUP, INC

Pursuant to Sections 607.0501 and 607.0505 of the Florida Statutes, the following is submitted in compliance therewith:


That **HORIZON MEDIA GROUP, INC** desiring to organize under the laws of the State of Florida with its principal office in 2655 LeJeune Road, PH-II, Coral Gables, FL 33134 has named John O. Sutton, P.A., 2655 LeJeune Road, Penthouse II, Coral Gables, County of Dade, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept 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, including the obligations provided in Florida Statutes Section 607.0505.

Dated this <sup>2nd</sup> day of October, 2000.

JOHN O. SUTTON, P.A.

By:   
John O. Sutton, President

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