

P00000096849



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 863051 6594A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizant*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 13 PM 4:18

ORDER DATE : October 13, 2000

ORDER TIME : 11:50 AM

ORDER NO. : 863051-005

CUSTOMER NO: 6594A

CUSTOMER: Donald J. Kahn, Esq  
Green Kahn & Piotrkowski, Pa

000003424810--4

317 71st Street

Miami Beach, FL 33141

DOMESTIC FILING

NAME: FLORIDA TV INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

00 OCT 13 PM 3:05

RECEIVED

*[Signature]*

*None OK  
per  
Karm Boyer  
10/14/00*

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DIVISION OF CORPORATIONS

00 OCT 13 PM 4: 18

ARTICLES OF INCORPORATION  
OF  
FLORIDA.TV INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FLORIDA.TV INC.

The address of the principal office of this corporation shall be 811 South Shore Drive, Miami Beach, Florida 33141, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000,000 shares of common stock having \$.20 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 317 Seventy-First Street, Miami Beach, Florida 33141, and the name of the initial registered agent of the corporation at that address is Donald J. Kahn.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Barbara Bose	811 South Shore Drive
Dir.	Miami Beach, Florida 33141

Simon Lewis	811 South Shore Drive
Dir.	Miami Beach, Florida 33141

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Barbara Bose                      811 South Shore Drive  
Pres.                              Miami Beach, Florida 33141

Simon Lewis                      811 South Shore Drive  
Vice-Pres./Sec./Treas.      Miami Beach, Florida 33141

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

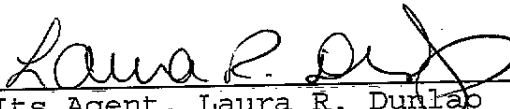
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company on October 13, 2000.

CORPORATION SERVICE COMPANY

By:

  
Its Agent, Laura R. Dunlap

njh

LAW OFFICES  
**GREEN, KAHN, PIOTRKOWSKI**  
A PROFESSIONAL ASSOCIATION

317 SEVENTY-FIRST STREET  
MIAMI BEACH, FLORIDA 33141

PLEASE REPLY TO: P.O. BOX 4297

KAREN B. COHEN  
MARVIN M. GREEN  
BRUCE H. HORNSTEIN  
DONALD J. KAHN  
JOEL S. PIOTRKOWSKI

AREA CODE 305  
MIAMI 865-4311  
TELEFAX 865-5203

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION

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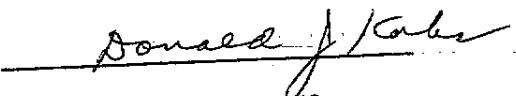
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DONALD J. KAHN, ESQ., an individual residing in this State of Florida, having a business office identical with the registered office of the corporation named below and having been designated as the registered agent in the above and foregoing Article of Incorporation of:

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FLORIDA.TV INC.

is familiar with and accepts the obligations of the position of Registered Agent Under Section 607.9505 Florida Statutes.

  
DONALD J. KAHN, ESQ.