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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Lacy  
6910 N.W. 2nd Terrace  
Boca Raton, Florida 33487

City/S

#

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Paradise Webcast Incorporated  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

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3. \_\_\_\_\_  
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(Corporation Name) (Document #)

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☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Articles of Incorporation  
Of  
Paradise Webcast Incorporated

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned natural person above the age of (21) years, being a citizen of the state of Florida, acting as an incorporator of a corporation under the Florida State Statutes (the "Statutes"), do hereby adopt the following Articles of Incorporation for such corporation.

Article One: Name

The name of the corporation is Paradise Webcast Incorporated.

Article Two: Period of Duration

The period of duration is perpetual or until dissolved or merged or consolidated in some lawful manner.

Article Three: Purposes and Powers

The purposes and powers for which the corporation is organized is to; create programming, operate internet sites, and to further transact any and all lawful business for which corporations may be incorporated under the Act; subject to the provisions of the Florida Laws.

Article Four: Capitalization and Voting

Section 1. Authorized Shares - The aggregate number of shares of capital stock which the corporation shall have authority to issue is Ten Thousand (100,000) shares of Common Stock of the par value of One Dollar and No/100 (\$1.00) per share, constituting aggregate capital stock of Ten Thousand Dollars and No/100 (\$100,000.00).

Section 2. Voting - In the exercising of voting privileges, each holder of shares of the capital stock of the corporation shall be entitled to One (1) vote for each share held in his name on the books of the corporation. In all elections of directors of the corporation, cumulative voting is expressly prohibited. As such, each holder of shares of capital stock of the corporation entitled to vote at the election of directors shall have the right to vote, in person or by proxy, all or any portion of such shares for or against each individual director to be elected and shall not be entitled to vote for or against any one director more than the aggregate number of shares held by such holder which are entitled to vote on the election of directors.

#### Article Five: Commencement of Business

The corporation shall not commence business until it has received for the issuance of its shares of common stock consideration of the value of at least Nine Hundred, Ninety Nine Dollars and No/100 (\$999.00) consisting of money paid, labor done, or property actually received.

#### Article Six: Registered Agent and Principal Offices

Section 1. Registered Agent - The address of the initial registered office of the corporation is:

6910 NW 2<sup>nd</sup> Terrace, Boca Raton, Florida 33487.

Section 2. Principal Office - The corporations principal office mailing address is the same as the Registered Agent:

6910 NW 2<sup>nd</sup> Terrace, Boca Raton, Florida 33487.

#### Article Seven: Directors

Section 1. Initial Board of Directors - The Initial Board of Directors shall consist of two (3) members who need not be residents of the state of Florida or shareholders of the corporation. The number of directors of the corporation may from time to time vary in accordance with the by-laws of the corporation and the Act.

Section 2. Name and Address - The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified, or until their earlier death, resignation, or removal are as follows:

William R. Lacy - President  
6910 NW 2<sup>nd</sup> Terrace, Boca Raton, Florida 33487

Dan Lacy III - Vice President  
2110 Goldcamp Rd., Colorado Springs, CO. 80906

Lucille A. Lacy - Secretary  
6910 NW 2<sup>nd</sup> Terrace, Boca Raton, Florida 33487

#### Article Eight: Incorporation

The name and address of the Incorporator is as follows:

William R. Lacy - President  
6910 NW 2<sup>nd</sup> Terrace, Boca Raton, Florida 33487

#### Article Nine: Special Power of Board of Directors

In furtherance of, and not in limitation of the powers and authorities conferred under the Act, the board of directors is expressly authorized to:

1. make, alter, amend and rescind the by-laws of the corporation; to fix, adjust and maintain from time to time the amount to be reserved as working capital; and to authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.
2. from time to time determine whether and to what extent and at what times and places and under what conditions and provisions the accounts and books of the corporation shall be maintained and made available for inspection of any shareholder, and no shareholder shall have any right to inspect any account of books or records of the corporation, except as provided in the Act, or authorized by the board of directors.
3. if the by-laws so provide, to designate two or more of their number to constitute an executive committee, which committee shall, as provided in said resolution or in the by-laws of the corporation, have and exercise the management of the business and affairs of the corporation, except to the extent that the Act requires a particular matter to be authorized by the board of directors.

#### Article Ten: Transactions with Directors, Officers, Shareholders

The officers, directors and shareholders holding Thirty Three percent (33%) or more of the outstanding capital stock of the corporation ("insiders") may enter into business transactions with the corporation in which they are personally interested without such transaction being affected or invalidated solely because of such personal interest; provided, however, that nothing contained herein shall relieve any insider from liability for breach of the fiduciary duties of an insider or authorize any insider to enter into any transaction with the corporation in which such insider has a material interest for the purpose of personal gain to the detriment of the corporation.

#### Article Eleven: Indemnification

The corporation shall have the power and authority to indemnify and hold harmless directors and/or officers as authorized by the board of directors in accordance with the Act and the by-laws of the corporation against any and all loss, risk, damage, or expense arising from any action, suit, claim or proceeding in which they are made parties by reason of their capacity or relationship with the corporation, except to the extent that any such person should be adjudged or determined to be liable for negligence of misconduct in the performance of his duties or obligations in such capacity of relationship. Indemnification so made and entered into shall not be deemed exclusive of any other rights to which any such person might otherwise be entitled.

#### Article Twelve: Meetings

Both shareholders and directors shall have the power and authority to hold their meetings either within or without the state of Florida, upon compliance with the provisions of the by-laws pertaining thereto, and the corporation may have one or more offices in addition to its principal office in the state of Florida, and keep its books and records (subject to the provisions of the Act) outside the state of Florida at such places as may be from time to time designated by the board of directors.

#### Article Thirteen: Additional Powers in by-laws

The corporation may in its by-laws confer powers and authorities upon the board of directors in addition to the foregoing and in addition to those expressly conferred upon them by the Act, to the fullest extent permitted by law, subject however to the provisions of the Florida Laws.

#### Article Fourteen: Amendments

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or in its by-laws in the manner now or hereafter prescribed by the Act, and all rights conferred on shareholders herein are granted subject to the reservation.

Article Fifteen: Captions

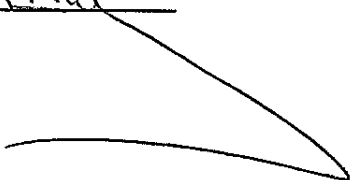
The captions used in these Articles of Incorporation are for convenience only and shall not be construed in interpreting the provisions hereof.

In Witness Whereof, I have hereunto set my hands this

6<sup>th</sup> Day of November, 2000.

William R. Lacy

William R. Lacy,  
President

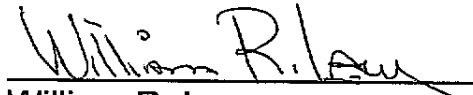


Statement of Acceptance  
for  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I hereby am familiar with, and accept the duties and responsibilities of Registered Agent.

Accepted By:

  
William R. Lacy,  
Registered Agent