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Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850) 922-4001

## From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

## FLORIDA PROFIT CORPORATION OR P.A.

## TELEVISION CONSULTING GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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01 MAR -6 AM 10:27  
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TALLAHASSEE, FLORIDA

McKnight MAR 07 2001

**ARTICLES OF INCORPORATION  
Of  
TELEVISION CONSULTING GROUP, INC.**

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of incorporation.*

**ARTICLE I NAME**

The name of the corporation shall be:

**TELEVISION CONSULTING GROUP, INC.**

**ARTICLE II PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of this corporation shall be:

**5560 NW 114 AVE SUITE 109  
MIAMI, FL 33178**

**ARTICLE III NATURE OF BUSINESS**

The general nature of the business to be transacted by the corporation and its object and powers shall be engage in any activity or business permitted under the laws of the United States and the State of Florida.

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TALLAHASSEE, FLORIDA

**ARTICLE IV CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 THOUSAND SHARES OF COMMON STOCK OF THE PAR VALUE OF ONE DOLLAR PER SHARE.  
The consideration to be paid for each share shall be fixed by the Board of Directors.

**ARTICLE V TERM OF EXISTENCE**

This Corporation shall have perpetual existence from the date of the incorporates execution and adoption of these Articles of Incorporation.

**ARTICLE VI INITIAL REGISTERED AGENT AND  
OFFICE STREET ADDRESS**

The name and address of the initial registered agent is:

CARLOS L. MARTINEZ  
5560 NW 114 AVE SUITE 109  
MIAMI, FL FL 33178

**ARTICLE VII DIRECTOR(S)**

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

**PRESIDENT**  
**CARLOS L. MARTINEZ**  
**5560 NW 114 AVE SUITE 109**  
**MIAMI, FL 33178**

**VICE-PRESIDENT/SECRETARY**  
**MARIA B. MARTINEZ**  
**5560 NW 114 AVE SUITE 109**  
**MIAMI, FL 33178**


**ARTICLE VIII INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**CARLOS L. MARTINEZ**  
**5560 NW 114 AVE SUITE 109**  
**MIAMI, FL 33178**

**MARIA B. MARTINEZ**  
**5560 NW 114 AVE SUITE 109**  
**MIAMI, FL 33178**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 23RD day of FEBRUARY, 2001.

  
\_\_\_\_\_  
Signature

  
\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**ARTICLE IX AMENDMENTS**

**These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Stockholders, and approved at the Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholder's sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.**

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
REGISTERED PLACE OF BUSINESS OR DOMICILE FOR THE  
PROCESS WITHIN THE STATE OF FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the  
Undersigned Corporation, organized under laws of the State of Florida, submits the  
following statement in designating the registered office/registered agent, in the State  
of Florida.

1. The name of the corporation is:

**TELEVISION CONSULTING GROUP, INC.**

2. The name and address of the registered agent and office is:

**CARLOS L. MARTINEZ  
5560 NW 114 AVE SUITE 109  
MIAMI, FL 33178**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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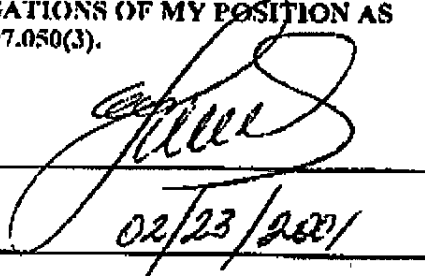
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**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE  
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS  
REGISTERED AGENT AND AGREE 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 PURSUANT TO F.S. 607.050(3).

SIGNATURE \_\_\_\_\_

DATE \_\_\_\_\_

  
02/23/2001