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August 7, 2001

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
01 AUG -9 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- RE: Articles of Incorporation for:
- (1) ZipCodeTelevision, Inc. and
Our File No. 97061.04
 - (2) The Orange Blossom Network, Inc.
Our File No. 97061.05

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-08/09/01--01053--015
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed are the following:

1. Original and one copy of Articles of Incorporation of ZipCodeTelevision, Inc.; **EFFECTIVE DATE**
8-6-01
2. Original and one copy of Articles of Incorporation of The Orange Blossom Network, Inc.; and
3. Two checks each to the Florida Dept. of State in the amount of \$78.75 for:
 - (a) filing fees and registered agent designation - \$70.00;
 - (b) certified copy - \$8.75.

Please return a certified copy of each of the Articles of Incorporation to the undersigned after processing.

If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,


KENNETH M. BLOOM

KMB/do
Enclosures

C:\MAIN\MINSKER\Silverthorne\ZipCodeCorp\SecyState.wpd
cc: ANDREA SILVERTHORNE

ARTICLES OF INCORPORATION

OF

ZipCodeTelevision, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is ZipCodeTelevision, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of the Corporation is 1210 Washington Avenue,
Suite 290, Miami Beach, Florida 33139.

ARTICLE III - CAPITAL STOCK

EFFECTIVE DATE
8-6-01

This Corporation is authorized to issue one class of stock. The capital stock authorized,
the par value thereof and the characteristics of such stock shall be as follows:

10,000 shares of common stock - par value One Dollar (\$1.00).
5,000 shares shall be voting shares, and 5,000 shares shall be non-
voting shares. There shall be no more than 75 shareholders at any
one time. All shares of stock shall be appropriately designated at
time of issuance, as voting or non-voting shares.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The initial registered office is located at 1210 Washington Avenue, Suite #290, Miami
Beach, Florida 33139. The name of the initial registered agent of this Corporation at that address
is Andrea Silverthorne. Said registered agent is familiar with and accepts the obligations of that
position.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is Andrea

Silverthorne, 1210 Washington Avenue, Suite #290, Miami Beach, Florida 33139.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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

The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ANDREA SILVERTHORNE	1210 Washington Avenue Suite #290 Miami Beach, Florida 33139

ARTICLE VII - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE VIII - COMMENCEMENT OF EXISTENCE

This Corporation shall commence to exist on the date of subscription to these Articles if filed within five (5) days with the Secretary of State.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6 day of August, 2001.



ANDREA SILVERTHORNE
INCORPORATOR

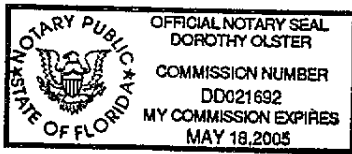
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The foregoing instrument was acknowledged before me this 6th day of August, 2001 by ANDREA SILVERTHORNE, Incorporator, who executed the foregoing Articles of Incorporation and she acknowledged before me that she subscribed to these Articles of Incorporation and who personally appeared before me at the time of notarization, and who is personally known to me and did not take an oath.

WITNESS my hand and official seal at Miami-Dade County, Florida this 6th day of August, 2001.

Dorothy Olster
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE


My Commission Expires:



Printed Name: DOROTHY OLSTER

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

ZipCodeTelevision, Inc., having appointed the undersigned as its Registered Agent, the undersigned hereby accepts said appointment and agrees to act in said capacity.



ANDREA SILVERTHORNE