

**P02000038798**

**Michael A. Shapiro**  
Law Offices

From  
**Irwin S. Gars**  
Of Counsel

March 28, 2002

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

800005188948--5  
-04/03/02--01036--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Articles of Organization of TV-CAP, Inc.**

Dear Sir or Madam:

Enclosed please find an original and one fully executed Articles of Incorporation of TV-CAP, Inc. together with my check in the sum of \$78.75 in payment of the \$70.00 filing fee and \$8.75 for one certified copy of said Articles of Incorporation. A stamped, self-addressed envelope is enclosed for your convenience and use in returning the certified copy to the undersigned.

Thank you for your cooperation and prompt attention.

Sincerely,

  
IRWIN S. GARS

Enclosures

dg: cli../Gars\Secretary of State.03282

FILED  
02 APR -3 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Diene GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT officer  
DATE 4-10-02  
DOC. EXAM Daw White  
cell# (305) 582-7501

D. WHITE APR 10 2002

**ARTICLES OF INCORPORATION  
OF  
TV-CAP, INC.**

**FILED**  
**02 APR -3 AM 11:08**  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this Corporation is TV-CAP, INC.

**ARTICLE II  
PURPOSE**

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

**ARTICLE III  
CAPITAL STOCK**

This Corporation is authorized to issue one hundred (100) shares of \$10.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

**ARTICLE IV  
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE V  
TERM**

This Corporation shall commence its existence on the date of incorporation and shall exist

perpetually thereafter unless sooner dissolved according to law.

## **ARTICLE VI**

### **INCORPORATOR AND PRINCIPAL OFFICE ADDRESS**

The name and address of the initial Incorporator and Subscriber hereto is as follows:

Irwin S. Gars, 3225 Aviation Avenue, #700, Miami, Florida 33133

The principal address and the registered office address of the Corporation is Bayview Plaza Suite 700, 3225 Aviation Avenue, Miami, Florida 33133.

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

There shall be at least one (1) member of the Board of Directors of the Corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows: Irwin S. Gars, 3225 Aviation Avenue, #700, Miami, Florida 33133.

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the Officers of the Corporation. The Officers of the Corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the Corporation.

## **ARTICLE VIII**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation and name of the initial registered agent of this Corporation is: Irwin S. Gars, 3225 Aviation Avenue, #700, Miami, Florida 33133.

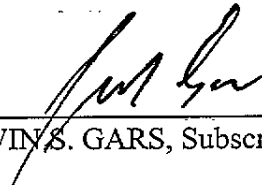
## **ARTICLE IX**

### **OFFICERS**

The duties of the Officers of the Corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the Corporation until the next election are as follows:

Irwin S. Gars, 3225 Aviation Avenue, #700, Miami, Florida 33133  
Director & President

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28<sup>th</sup> day of March, 2002.

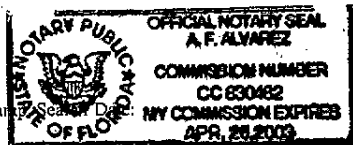
  
IRWIN S. GARS, Subscriber

STATE OF FLORIDA                    }  
  }  
COUNTY OF MIAMI-DADE        }       SS:

PERSONALLY APPEARED before me, a Notary Public authorized to take oaths and acknowledgments in the State and County set forth above, personally appeared IRWIN S. GARS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28<sup>th</sup> day of March, 2002.

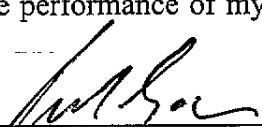
Commission Expiration State



  
NOTARY PUBLIC - STATE OF FLORIDA  
Printed Name: A.F. ALVAREZ

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, to wit: Section 607.034 and 607.037 of the Florida Statutes.

  
IRWIN S. GARS, Registered Agent  
Dated: March 28, 2002

FILED  
02 APR -3 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA