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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
SOP TV & PRODUCTIONS, INC.

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8/26/02

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ARTICLES OF INCORPORATION
OF

2002 AUG 23 AM 8:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article I NAME

The name of the corporation shall be:

SOP TV & PRODUCTIONS, INC.

The principal place of business of this corporation shall be:

12000 BISCAYNE BLVD, STE 103
MIAMI, FL 33181

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value this corporation is authorized to have outstanding at any one time is : 1000 shares.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

VINCENT W. SPENCE
13090 GRIFFING BLVD
NORTH MIAMI, FL 33161

President

GWENDOLYN W. SPENCE
13090 GRIFFING BLVD
NORTH MIAMI, FL 33161

Vice-President

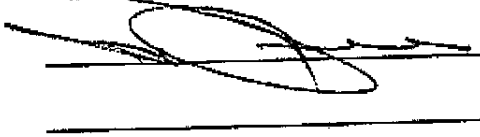
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is (are):

VINCENT W. SPENCE
13090 GRIFFING BLVD
NORTH MIAMI, FL 33161

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 15th day of August 2002.

Signature(s) of Incorporator



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the 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:

SOP TV & PRODUCTIONS, INC.

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

VINCENT W. SPENCE

(P O BOX NOT ACCEPTABLE)

13090 GRIFFING BLVD
NORTH MIAMI, FL 33161

(CITY/STATE/ZIP)

Signature

Title

President

Date

August 15, 2002

HAVING BEEN NAMED TO ACCEPT OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607,325 FLORIDA STATUTES

Signature

Date

August 15, 2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA