

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO2000109967

Peoples Choice Cable
Company

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-10/11/02--01039--014
*****78.75 *****78.75

- ✓ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
✓ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

FILED
2002 OCT 11 PM 1:02
TALLAHASSEE FLORIDA
RECEIVED
02 OCT 11 PM 11:09
DIVISION OF CORPORATION

Signature _____

Requested by: WLC 10/11 10:30
Name Date Time

Walk-In _____ Will Pick Up _____

10/11/02

EFFECTIVE DATE

10/7/02

FILED

ARTICLES OF INCORPORATION
OF
Peoples Choice Cable Company

2002 OCT 11 PM 1:02

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

CORPORATION NAME

The name of this corporation is Peoples Choice Cable Company.

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock.

The common stock of the Corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast (1) vote for each share of common stock owned. That a common stockholder is interested in a matter shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding stock.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

The street address of the initial registered office of this Corporation is 9809 Majestic Way, Boynton Beach, Florida 33437; the name of the initial registered agent of this Corporation is Steve Friedman. The Board of Directors may, from time to time, change the street address of the Corporation as well as the location of its principal office. The principal address of this Corporation is 9809 Majestic Way, Boynton Beach, FL 33437.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have 2 Directors initially. The number of Directors may be increased from time to time by the by-laws, but shall never be less than one. The name and address of the initial Directors of this Corporation are:

Steve Friedman, 9809 Majestic Way, Boynton Beach, FL 33437

Lisa Friedman, 9809 Majestic Way, Boynton Beach, FL 33437

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is
Steve Friedman, 9809 Majestic Way, Boynton Beach, FL 33437.

ARTICLE VIII

PRE EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

DATE OF CORPORATE EXISTENCE

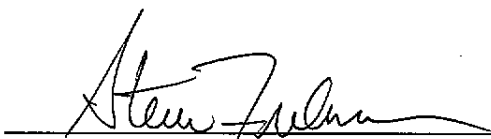
The date the beginning of the corporate existence of Peoples Choice Cable Company shall be at the time of subscription and acknowledgment of these articles.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 7th day of October 2002.



Steve Friedman

Subscriber-Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

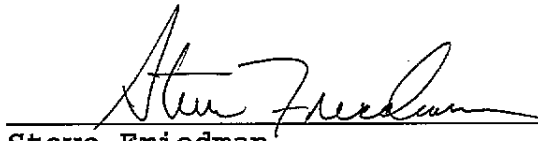
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Florida Statute 607.0501, the following is submitted in compliance with said act:

FIRST: **Peoples Choice Cable Company**, desiring to organize under the Laws of the State of Florida, with its principal offices in the City of Boynton Beach, County of Palm Beach, State of Florida, has named **Steve Friedman**, 9809 Majestic Way, Boynton Beach, FL 33437, as its agent to accept services of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designed in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said offices.



Steve Friedman
Registered Agent