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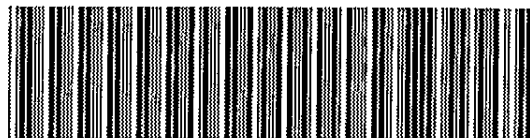
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H. GREGG

DEC

DOLPHIN TV, INC.
701 S. W. CAPE CORAL PARKWAY
CAPE CORAL, FL 33914

1-239-945-7155

November 20, 2002

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Dolphin TV, Inc.

Dear Sirs:

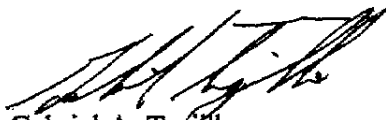
Enclosed please find the following:

1. An original and one copy of Articles of Incorporation for the captioned corporation.
2. Our check in the amount of \$ 70.00 representing the following fees and costs:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00
	\$ 70.00

Please return the copy of the Articles of Incorporation to this office upon acceptance and filing of the same.

Sincerely yours,



Gabriel A. Trujillo

GAT:sf
Enclosures

ARTICLES OF INCORPORATION

OF

DOLPHIN TV, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is:

DOLPHIN TV, INC.

The address of the corporation is:

701 S. W. Cape Coral Parkway
Cape Coral, FL 33914

ARTICLE II

DURATION

The period of duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

SHARES

The Corporation shall have authority to issue Five Hundred shares, all of one class, One (\$ 1.00) Dollar par value.

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ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

BOARD OF DIRECTORS

The business and the affairs of this corporation shall be managed by the Board of Directors, which shall be elected by the shareholders and serve as provided in the bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the bylaws, but shall never be less than one(1). The corporation shall have (2) directors initially, and the name and address of the initial directors are as follows:

Gabriel A. Trujillo

701 S. W. Cape Coral Parkway
Cape Coral, FL 33914

Klaus Kerger

701 S. W. Cape Coral Parkway
Cape Coral, FL 33914

ARTICLE VII

INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonable incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII

BYLAWS

The first Bylaws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the shareholders in the same manner as these Articles may be amended.

ARTICLE IX

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution for the adoption of a proposed amendment may be proposed by either the Board of Directors of the corporation or by the shareholders of the corporation. Directors and shareholders not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than two-thirds (2/3rds) of the entire membership of the Board of Directors, and by not less than two-thirds (2/3rds) of the shareholders.

ARTICLE X

SUBSCRIBER

The name and address of the incorporator is:

Gabriel A. Trujillo

701 S. W. Cape Coral Parkway
Cape Coral, FL 33914

ARTICLE XI

REGISTERED AGENT

The address of its initial registered office is 701 S. W. Cape Coral Parkway, Cape Coral, FL 33914 and the name of its initial registered agent at said address is Gabriel A. Trujillo.

IN WITNESS WHEREOF, the subscriber has affixed his signature this 20th day of November, 2002.

Witnesses:

Kara O'Connor

GABRIEL A. TRUJILLO

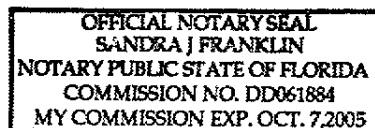
Shirley R. Ezell

STATE OF FLORIDA
COUNTY OF LEE

Before me, the undersigned authority, personally appeared Gabriel A. Trujillo who has produced his proof of identification to be the person described in and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

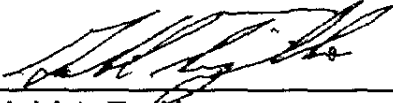
IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Cape Coral, FL in said County and State, this 20th day of November, 2002.

Sandra J. Franklin
Notary Public
State of Florida
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been designated as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such appointment and agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the designated office.



Gabriel A. Trujillo
Registered Agent

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