

**P030000004433**

Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : THE LAW OFFICES OF HECTOR R. ALMAGUER, P.A.  
Account Number : I20010000167  
Phone : (305)989-0312  
Fax Number : (877)875-8034

FILED  
03 JAN 13 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**Hemisphere Digital Entertainment, Inc.**

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03 JAN 13 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HEMISPHERE DIGITAL ENTERTAINMENT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves for the purpose of forming a corporation under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be HEMISPHERE DIGITAL ENTERTAINMENT, INC.

ARTICLE II

The incorporator of the Corporation and its address is as follows:

Hector R. Almaguer  
10335 Southwest 127 Court  
Miami, Florida 33186

ARTICLE III

The known place of business of the Corporation shall initially be as follows :

534 San Antonio Avenue  
Coral Gables, Florida 33146

Said place of business shall be subject to change hereafter in accordance with applicable law.

ARTICLE IV

The objects and purposes of this Corporation and the general nature of the business it initially proposes to transact are set forth below.

(a) The object and purpose of this Corporation are to conduct any or all manner and kind of lawful business for which corporations may be incorporated under the laws of the State of Florida, and this Corporation shall be deemed for all purposes to have the authority and power to transact all or any such manner and kind of business; the Corporation's powers, objects and purposes as aforesaid shall include, but not be limited to, the several powers, objects and purposes set forth in Florida Statutes, as in effect on the date hereof, which are hereby incorporated herein by this reference.

(b) The character of the business which this Corporation initially (and thereafter) intends to conduct within the State of Florida (and elsewhere) is as follows: namely, the operation of a Cable System to

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distribute programming to cable operators worldwide. The description as aforesaid of the business initially intended to be conducted by this Corporation shall not in any way limit (i) the character of business hereafter to be conducted by this Corporation, or (ii) the generality of Paragraph (a) of this Article IV.

#### ARTICLE V

The authorized capital stock of this Corporation shall be three million shares (3,000,000) shares, having the par value (if any) hereinafter set forth, all as set forth in this Article V. The shares of capital stock of this Corporation shall be issuable for such consideration as is specified by the Board of Directors in its sole discretion (provided the same is not inconsistent with applicable law or the express provisions of these Articles), and upon receipt by this Corporation of the consideration so specified, the shares so issued shall be deemed to be fully paid and non-assessable for all purposes. Neither the shares so issued nor their holders shall have any preferential or preemptive rights with respect to other shares of this Corporation's capital stock except as hereinafter expressly provided or contemplated. Each share of stock shall have the voting rights (if any) hereinafter provided, and except as hereinafter contemplated or as otherwise expressly required by applicable law at the time, there shall be no class voting as to any matter submitted to this Corporation's shareholders.

A. *Class A Common Stock*. Of the shares of capital stock hereinbefore authorized, one million (1,000,000) shares, without par value, shall be designated as "Class A Common Stock." Except as may otherwise be provided in or contemplated by Section D of this Article V or as may be expressly required by applicable law at the time, the exclusive voting power of the shareholders of this Corporation shall for all purposes be vested in the holders of its Class A Common Stock, and each share thereof shall entitle its holder to one vote (or, with respect to elections of directors, so many votes as shall be required to comply with cumulative voting procedures for so long as, but no longer than, said procedures are mandatory for corporations organized under Florida law).

B. *Class B Common Stock*. Of the shares of capital stock hereinbefore authorized, one million (1,000,000) shares, without par value, shall be designated as "Class B Non-Voting Common Stock." Except as may otherwise be expressly required by applicable law, the holders of Class B Non-Voting Common Stock shall not be entitled to vote.

C. *Both Classes of Common Stock*. Subject to the provisions of applicable law, any dividends paid or distributed on or with respect to the Common Stock of this Corporation shall be paid or distributed ratably to the holders of both classes of Common Stock. In the event of any liquidation, dissolution or winding up of this Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of this Corporation and any amounts to which the holders of any Preferred Stock shall be entitled, as hereinafter provided, the holders of both classes of Common Stock shall be entitled to share ratably in the remaining assets of this Corporation.

D. *Preferred Stock*. Of the shares of capital stock hereinbefore authorized, one million (1,000,000) shares, without par value, shall constitute Preferred Stock. The Preferred Stock may be issued, from time to time, in one or more series, each of such series to have such designation and such relative voting, dividend, liquidation, conversion and other rights, preferences and limitations as are fixed by the Board of Directors from time to time. Authority is hereby expressly vested in and granted to the Board of Directors of this Corporation from time to time, subject to the provisions of this paragraph, to adopt a resolution or resolutions dividing the shares of Preferred Stock into one or more series and, with respect

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to each such series, fixing the following:

- (a) The number of shares to constitute such series and the distinctive designation thereof;
- (b) The dividend rate on the shares of such series, if any, the date or dates on which dividends may be payable and the extent to which dividends may be cumulative;
- (c) The times, if any, when and the prices at which shares of such series shall be redeemable, the limitations and restrictions with respect to such redemptions and the amount, if any, in addition to any accumulated dividends thereon which the holders of shares of such series shall be entitled to receive upon the redemption thereof, which amount may vary at different redemption dates and may differ in the case of shares redeemed through the operation of any purchase, retirement or sinking fund from the case of shares otherwise redeemed;
- (d) The amount, if any, in addition to any accumulated dividends thereon which the holders of shares of such series shall be entitled to receive upon the liquidation, dissolution or winding-up of this Corporation, which amount may vary depending on whether such liquidation, dissolution or winding-up is voluntary or involuntary and, if voluntary, may vary at different dates;
- (e) Whether or not the shares of such series shall be subject to the operation of a purchase, retirement or sinking fund and, if so, the extent to and manner in which such purchase, retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or for other corporate purposes and the terms and provisions relative to the operation of said fund or funds;
- (f) Whether or not the shares of such series shall be convertible into shares of stock of any other class or classes, or of any other series of Preferred Stock or series of other class of shares, and if so convertible, the price or prices, the rate or rates of conversion and the method, if any, of adjusting the same;
- (g) The limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or making of other distributions on, and upon the purchase, redemption or other acquisition by this Corporation or any subsidiary of, the Common Stock or any other class or series of stock of this Corporation ranking on a parity with or junior to the shares of such series either as to dividends or upon liquidation;
- (h) The conditions or restrictions, if any, upon the creation of indebtedness of this Corporation or of any subsidiary, or upon the issue of any additional stock (including additional shares of such series or of any other series or of any other class) ranking on a parity with or prior to the shares of such series either as to dividends or upon liquidation;
- (i) The regular and/or special voting powers, if any, of such series; and
- (j) Such other preferences and relative, participating, optional or other special rights, or qualifications, limitations or restrictions, as shall not be inconsistent with this Article or applicable law.

The Board of Directors also shall have authority to change the designation of shares, or the relative rights, preferences and limitations of the shares, of any theretofore established series of Preferred Stock, no shares of which have been issued and, further, the Board shall have authority to increase or decrease the number of shares of any series previously determined by it (provided, however, that the number of shares of any series shall not be decreased to a number less than that of the shares of that series then outstanding).

**E. No Preemptive Rights; Stock Options and Rights.** No stockholder of this Corporation shall have any preemptive or other similar right or option with respect to shares of capital stock proposed to be offered or issued by this Corporation. The Board of Directors shall have the authority to create and issue rights and options entitling the holders thereof to purchase from this Corporation shares of its capital stock. Any such rights or options need not be offered or issued generally to stockholders of this Corporation

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and may be offered or issued to such persons (including directors, officers and/or employees of this Corporation and/or any affiliate) as the Board of Directors deems appropriate without a vote of the shareholders being required.

F. *Distributions from Capital Surplus.* The Board of Directors shall have the authority to effect a distribution from capital surplus of this Corporation to the holders of its outstanding capital stock, subject to the requirements of applicable law.

G. *Repurchase of Shares.* The Board of Directors shall have the authority to effect a purchase by this Corporation of outstanding shares of its capital stock to the extent of any funds or assets legally available therefor, including unreserved and unrestricted earned surplus and/or capital surplus.

#### ARTICLE VI

The business and affairs of this Corporation shall be conducted by a Board of Directors, the size of which shall be as established from time to time as set forth in the Corporation's Bylaws. The following named persons shall constitute the initial Board of Directors, the size of which is set at 5: The names of the initial Board of Directors are:

Jose Luis Gonzalez  
Joshua Mann  
Rogelio Mesa  
Hector R. Almaguer  
Samuel Price

The Board of Directors may establish, alter or dissolve committees from time to time in accordance with applicable law.

#### ARTICLE VII

To the fullest extent permitted by Florida Statutes as the same exists or may hereafter be amended, no director shall be liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

No repeal or modification of the foregoing paragraph by the stockholders of this Corporation shall adversely affect any right or protection of a director existing at the time of such repeal or modification.

#### ARTICLE VIII

This Corporation hereby appoints Hector R. Almaguer as statutory agent of this Corporation. The Board of Directors may, at any time, effect the revocation of this or any other appointment of such agent.

IN WITNESS WHEREOF, the undersigned have caused these Articles to be executed as of the 13th day of January, 2003.

#### ARTICLE IX. Incorporator

The name and address of the incorporator is:

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Hector R. Almaguer  
10335 SW 127 Ct  
Miami, FL 33186

ARTICLE X Corporate Existence

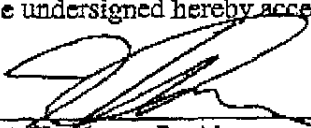
These Articles of Incorporation shall become effective and the corporate existence will begin on January 13, 2003.

ARTICLE XI Registered Agent and Acceptance of Registered Agent


The name and address of the Registered Agent is:

Hector R. Almaguer  
10335 SW 127 Ct  
Miami, FL 33186

The undersigned hereby accepts appointment and assignment as Registered Agent.

  
NAME: Hector R. Almaguer  
Registered Agent Signature

The undersigned incorporator executed these Articles of Incorporation on January 13, 2003.

  
Hector R. Almaguer  
as attorney in fact

FILED  
03 JAN 13 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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