

P0300037922

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000102096 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FILED
03 APR -3 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.
MOTORCYCLE TELEVISION PRODUCTIONS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

03 APR -3 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
MOTORCYCLE TELEVISION PRODUCTIONS, INC.

ARTICLE I-NAME

The name of this Corporation is MOTORCYCLE TELEVISION PRODUCTIONS, INC..

ARTICLE II-DURATION

This Corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III-PURPOSE

This Corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 1000 shares at \$1.00 par value, common stock.

ARTICLE V-RIGHTS-UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares shall receive a ratable distribution of the assets of the corporation.

ARTICLE VI-PRE-EMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation 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 is offered to others.

ARTICLE VII-INITIAL REGISTERED OFFICE
AND AGENT AND BUSINESS ADDRESS

The street address of the initial registered office and business address of this corporation is: 2 Alhambra Plaza, Suite 801, Coral Gables, Florida 33134. The name of the initial registered agent of this corporation at that address is: NELSON A. RODRIGUEZ-VARELA.

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time as provided for by the Bylaws. The names and addresses of the initial directors of this corporation are:

NELSON A. RODRIGUEZ-VARELA

2 Alhambra Plaza
Suite 801
Coral Gables, Florida 33134

ARTICLE IX-INCORPORATORS AND SUBSCRIBERS

The name and address of the person signing these Articles is:

NELSON A. RODRIGUEZ-VARELA

2 Alhambra Plaza
Suite 801
Coral Gables, Florida 33134

ARTICLE X-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite his name.

NELSON A. RODRIGUEZ-VARELA 300 Shares

Shares held by the initial shareholders listed above or any subsequent shareholders may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among the shareholder and this corporation.

ARTICLE XII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on

the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meetings of the shareholder may be called by the Board of Directors.

ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XV-AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of April, 2003

NELSON A. RODRIGUEZ-VARELA

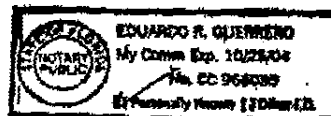
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgement, personally appeared NELSON A. RODRIGUEZ-VARELA, to me personally known to be the person described in and who executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 3rd day of April, 2003.

My Commission Expires:

NOTARY PUBLIC, State of
Florida at Large



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

Pursuant to Chapter 607.34 Florida Statutes, the following is submitted in compliance with
said Act:

First-That MOTORCYCLE TELEVISION PRODUCTIONS, INC., desiring to organize
under the laws of the State of Florida with its principal office, as indicated in the articles of
incorporation at The City of Coral Gables, County of Miami-Dade, State of Florida has named
NELSON A. RODRIGUEZ-VARELA, whose address is 2 Alhambra Plaza, Suite 801, Coral
Gables, Florida 33134, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (Must be signed by designated agent)

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

BY:


NELSON A. RODRIGUEZ-VARELA
Registered Agent

FILED
03 APR -3 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA