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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/2/03

CAPITAL CONNECTION, INC.

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

ChannelBox Inc

Signature

Requested by:

SW 7/2

Name

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☒ 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

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____ 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

ARTICLES OF INCORPORATION
OF

CHANNELBOX, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **CHANNELBOX, INC.** The specific purpose of this business is telecommunications, internet and media providers.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **1835 East Hallandale Beach Blvd., Suite 500, Hallandale Beach, FL 33009.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one-hundred (100) shares having a par value of one-dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **Joseph H. Ganguzza, Esq., Hyman, Kaplan Ganguzza Spector & Mars, P.A., 150 West Flagler Street, Suite 2701, Miami, FL 33130.**

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is **Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.**

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Director of the corporation is **President/Director Nathaniel Pool, 1835 East Hallandale Beach Blvd., Suite 500, Hallandale Beach, FL 33009.**

The undersigned has executed these Articles of Incorporation this 2nd day of July 2003.

"Capital Connection, Inc. by Leilani White, Client Representative"

Leilani White

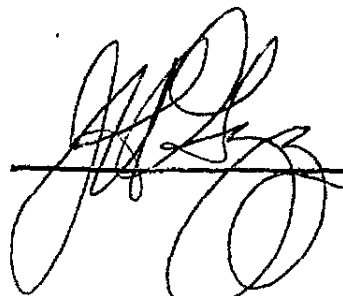
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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 is: CHANNELBOX, INC.

2. The name and street address of the registered agent and office is: JOSEPH H. GANGUZZA, ESQ., Hyman Kaplan Ganguzza Spector & Mars, P.A., 150 West Flagler Street, Suite 2701, Miami, FL 33130.

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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