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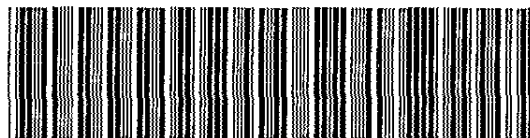
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DB 7/23



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 179310 142159A

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Piguet*

ORDER DATE : July 23, 2003

ORDER TIME : 11:49 AM

ORDER NO. : 179310-005

CUSTOMER NO: 142159A

CUSTOMER: Jeffrey C. Roth, Esq  
Roth & Scholl

Suite 176  
1500 San Remo Avenue  
Coral Gables, FL 33146

DOMESTIC FILING

NAME: ONBOARD TELEVISION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**ONBOARD TELEVISION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I**  
**Name**

The name of the corporation is Onboard Television, Inc.

**Article II**  
**Purpose**

This corporation shall be authorized to transact all legal business of any nature.

**Article III**  
**Principal Office and Mailing Address**

The principal office and mailing address of this corporation is c/o Roth & Scholl, 1500 San Remo Avenue, Suite 176, Coral Gables, FL 33146.

**Article IV**  
**Capital Stock**

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value Per</u> <u>Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$1.00	Common

**Article V**  
**Preemptive 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 prorata 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**  
**Initial Registered Agent and Office**

The street address of the initial registered office of the corporation is c/o Jeffrey C. Roth, Esquire, Roth & Scholl, 1500 San Remo Avenue, Suite 176, Coral Gables, FL 33146, and the name and address of the initial registered agent of this corporation is:

Name

Address

Jeffrey C. Roth

Roth & Scholl  
1500 San Remo Avenue, Suite 176  
Coral Gables, FL 33146

**Article VII**  
**Commencement**

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

**Article VIII**  
**Initial Board of Directors**

This corporation shall have one director initially. The number of directors may be either increased or diminished 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:

Name

Address

Robert Eichner

c/o Roth & Scholl  
1500 San Remo Avenue  
Suite 176  
Coral Gables, FL 33146

**Article IX**  
**Incorporator**

The name and address of the person signing these Articles of Incorporation for the purposes therein expressed is:

Name

Address

Jeffrey C. Roth

Roth & Scholl  
1500 San Remo Avenue  
Suite 176  
Coral Gables, FL 33146

**Article X**  
**By Laws**

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**Article XI**  
**Indemnification**

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

**Article XII**  
**Amendment**

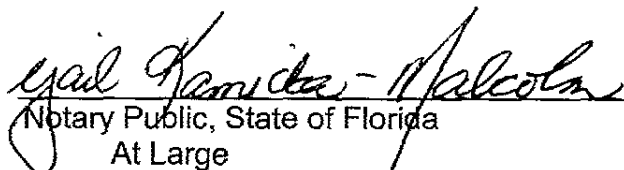
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21<sup>st</sup> day of July, 2003.

  
\_\_\_\_\_  
Incorporator - Jeffrey C. Roth

STATE OF FLORIDA       )  
COUNTY OF MIAMI-DADE)

The foregoing instrument was sworn to, subscribed and acknowledged before me this 21<sup>st</sup> day of July, 2003, by Jeffrey C. Roth, who is personally known to me and who did take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida  
At Large

My Commission Expires:



Notary's printed name & address:

Gail Kamicka-Malcolm  
c/o Roth & Scholl  
1500 San Remo Avenue, Suite 176  
Coral Gables, FL 33146

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


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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that Onboard Television, Inc., is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Coral Gables, County of Miami-Dade, State of Florida, has named Jeffrey C. Roth, located at Roth & Scholl, 1500 San Remo Avenue, Suite 176, Coral Gables, FL 33146 as its agent to accept service of process within the State;

**Acknowledgment:**

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

  
JEFFREY C. ROTH

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