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RECEIVED
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

el gallo tv, inc.

Certificate of Status	0
Certified Copy	2
Page Count	06
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(6)

ARTICLES OF INCORPORATION OF
EL GALLO TV, INC.

The undersigned, for the purpose of forming a corporation hereby adopts the following
Articles of Incorporation.

ARTICLE I
(NAME)

The name of the corporation is EL GALLO TV, Inc.

ARTICLE II
(DURATION)

The duration of this corporation is perpetual.

ARTICLE III
(PURPOSE)

The general purpose for which this corporation is organized is to engage in the operation of ANY AND ALL FORMS UNLIMITED, INVENTED OR TO BE INVENTED, EXISTING OR YET TO EXIST, OF ENTERTAINMENT AND OR EDUCATIONAL PERFORMANCES, EXECUTIONS, DIRECTION, PRODUCTION, REPRODUCTION, PRINTING, MANUFACTURING, DISTRIBUTION, PROGRAMMING, PROMOTIONS AND ADVERTISEMENT IN ANY AND ALL FORMS, METHODS AND CAPACITIES AS AGENCY, AGENT, REPRESENTATIVE, MANAGEMENT, BOOKING AGENCY, PROMOTION AND ADVERTISING AGENCY, PUBLISHING HOUSE AND OR COMPANY, IMPRESARIO, PROMOTER, ENTREPRENEUR IN ANY AND ALL FIELDS AND OR AREAS IN PART OR IN WHOLE COVERED AND OR SPECIALIZED IN TELEVISION, FILM, PHOTOGRAPHY, MOVIES, RADIO, MUSIC, THEATRE, CONCERTS, FESTIVALS, EVENTS, PLAYS, ARTS, SPORTS, BOOKS, NEWSPAPERS, MAGAZINES, ARTISTS, ACTS, ATHLETES, WRITERS, COMPOSERS, PLAYWRIGHTS, SCREEN WRITERS, LIBRETTIST, CONDUCTORS, BROADCASTERS, LIVE AND OR RECORDED.

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ARTICLE IV

(Initial registered office, registered agent, principal office and mailing address)

The street address of the initial registered office of this corporation is EL GALLA TV, Inc., 801 Brickell Avenue, Suite 900, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is Lourdes Cuenca. The principal office and mailing address of the corporation is 801 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE V

(Capital Stock)

This corporation is authorized to issue 500 shares of common stock with a par value of \$1.00 per share.

ARTICLE VI

(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 a majority of the shareholders present in person or by proxy at any annual or special meeting of the shareholders but shall never be more than (3) Directors nor less than one. The names and addresses of the initial Director of this corporation is:

Lourdes Cuenca
801 Brickell Avenue, Suite 900
Miami, Florida 33131

ARTICLE VII

(S Corporation Status)

This corporation has authorized its officers to take all action necessary to apply for Chapter Sub S corporation status.

ARTICLE VIII
(Incorporators)

The name and address of the person signing these Articles is

Lourdes Cuenca
801 Brickell Avenue, Suite 900
Miami, Florida 33131

ARTICLE IX
(Amendment)

This corporation reserves the right, subject to the approval of persons voting not less than two-thirds majority of the outstanding fully paid and non-assessable shares of the capital stock of the corporation, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders, is subject to this reservation.


Lourdes Cuenca

STATE OF FLORIDA

)

) ss.

COUNTY OF DADE

)

On August 5, 2003 before me,

Lisa M. Williams

Notary Public, personally appeared Lourdes Cuenca, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

IN WITNESS WHEREOF, the undersigned of incorporator has executed these Articles of Incorporation on this 5, day of August 2003.

WITNESS my hand and official seal.

Lisa M. Williams

Notary Public

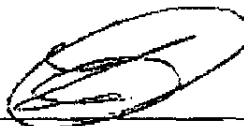


Lisa M. Williams
MY COMMISSION # CC926144 EXPIRES
April 30, 2004
BOHANNON TRUSTEES ERM INSURANCE, INC.

My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person named as initial registered agent of EL GALLO TV Inc., accepts the obligations thereunder, executed this 5th day of August 2003.



Lourdes Cuenca

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0507 Or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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: EL GALLO TV, INC.
2. The name and address of the registered agent and office is:

LOURDES CUENCA
(Name)

801 BRICKELL AVENUE, SUITE 900
MIAMI, FLORIDA 33131

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Having 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 provision 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.

(Signature)

(Date)

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