

NO. 17-000 2: SPMPF OR RATIO SVC CO NO. 17-000 1 of 1
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Florida Department of State
Division of Corporations
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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
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FLORIDA PROFIT CORPORATION OR P.A.

NEXUS INTERNATIONAL BROADCASTING, INC.

Certificate of Status	0
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NOV. 17. 2003 2:36PM

CORPORATION SVC CO

NO. 661 P. 2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

Nexus International Broadcasting, Inc.

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Nexus' International Broadcasting, Inc. Its business mailing address is One Southeast Third Avenue, Suite 2200, Miami, Florida 33131.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be Mitrani, Rynor, Adamsky & Macaulay, P.A., One Southeast Third Avenue, Suite 2200, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Robert B.

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Macaulay, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of four members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the Directors comprising the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Cesar A. Mazzotta	One S.E. Third Avenue, Suite 2200 Miami, Florida 33131
Fernando Toledo	One S.E. Third Avenue, Suite 2200 Miami, Florida 33131
Roberto J. Mazzotta	One S.E. Third Avenue, Suite 2200 Miami, Florida 33131
Henrique Aguilera	One S.E. Third Avenue, Suite 2200 Miami, Florida 33131

ARTICLE VII - INDEMNIFICATION

The Corporation is authorized to indemnify its officers and directors against liability and expenses arising from their service on behalf of the Corporation to the maximum extent permitted by Florida law.

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CORPORATION SVC CO

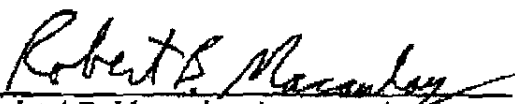
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ARTICLE VIII - INCORPORATOR

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

Name
Robert B. Macaulay

Address
One S.E. Third Avenue, Suite 2200, Miami,
Florida 33131


Robert B. Macaulay, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of Nexus International Broadcasting, Inc. were acknowledged before me this 19th day of November 2003, by Robert B. Macaulay, as Incorporator, who is personally known to me.



Angela M. Alexander
Commission # PD 073230
Expires Nov. 19, 2005
Bonded Through
Atlantic Bonding Co., Inc.

[SEAL]

Printed name: Angela Alexander
Notary Public, State of Florida


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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Nexus International Broadcasting, Inc. at the place designated in the Articles of Incorporation, Robert B. Macaulay agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: November 14th, 2003


Robert B. Macaulay

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TALLAHASSEE, FLORIDA

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