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## FLORIDA PROFIT CORPORATION OR P.A.

z-t.v., inc.

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ARTICLES OF INCORPORATION  
OF  
Z-T.V., INC.

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: Z-T.V., INC. The street address of the initial principal office of this corporation shall be 1671 S.W. 32<sup>nd</sup> Court, Miami, Florida 33145.

ARTICLE II. DURATION

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have the authority to issue shall be as follows:

<u>Number of Shares</u>	<u>Par Value</u>	<u>Class of Stock</u>
1,000	\$.10	Common

All of said stock shall be payable in cash, real or personal property, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1671 S.W. 32<sup>nd</sup> Court, Miami, Florida 33145 and the name of the initial registered agent of the corporation at that address is David Valdes.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is Louise P. Durante, Isicoff, Ragatz & Koenigsberg, P.A., 1101 Brickell Avenue, Suite 800 - South Tower, Miami, Florida 33131.

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#### ARTICLE VII. DIRECTORS

This corporation shall have three (3) directors, unless the shareholders shall, by majority vote hereafter, increase the number of directors or determine that the corporation be managed by the shareholders. The name and address of the directors of the corporation, who shall hold office for the first year or until successors are duly elected and qualified, shall be:

David Valdes  
1671 S.W. 32<sup>nd</sup> Court  
Miami, Florida 33145

Jordan Zimmerman  
1671 S.W. 32<sup>nd</sup> Court  
Miami, Florida 33145

Pat Patregnani  
1671 S.W. 32<sup>nd</sup> Court  
Miami, Florida 33145

#### ARTICLE VIII. LIMITED LIABILITY

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

#### ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporate capacity.

#### ARTICLE X. BYLAWS

The shareholders of the corporation, by the majority vote of the issued and outstanding shares, shall be authorized to adopt or amend the Bylaws of the corporation and to fix a greater quorum or voting requirement for any action of the shareholders than is required under the Florida Statutes. The Bylaws may also be amended or repealed by the Board of Directors. Shareholder quorum and voting requirements shall be as specified in the Bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6<sup>th</sup> day of February, 2004.

By:   
Louise P. Durante, Esq., Incorporator

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Having been appointed the registered agent of, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Sections 607.0501 and 607.0502 on the undersigned as registered agent.

Executed this 6<sup>th</sup> day of February, 2004.

DAVID VALDES

[illegible]

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