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DANIEL C. PERRI

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FLORIDA PROFIT CORPORATION OR P.A.

ONLINE TV, INC

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Florida Dept of State PAGE 06



FLORIDA DEPARTMENT OF STATE
Glanda E. Hood
Secretary of State

January 24, 2005

LAW OFFICE OF DANIEL C. PERRI

SUBJECT: ONLINE TV, INC.
REF: W05000003448

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**ARTICLES OF INCORPORATION
OF
ONLINE TV, INC.**

The undersigned subscriber, being the incorporator of these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607 as follows:

**ARTICLE I
NAME**

The name of this corporation is ONLINE TV, INC.

**ARTICLE II
DURATION**

This corporation shall exist perpetually.

**ARTICLE III
CORPORATE PURPOSE AND POWERS**

This corporation is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This corporation shall have all corporate powers enumerated in Chapter 607 mentioned above. This corporation is organized for the specific purpose of a consulting business.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have is 1,000 shares of common stock having a nominal or par value of One Dollar (\$1.00) per share, which stock shall have the entire voting power of the corporation.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4 Eleventh Avenue, Suite 1, Shalimar, Florida 32579, and the name of the initial registered agent at that address is LISA Y. PITELL.

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three (3). The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

E. Robert Yongue
P.O. Box 337
Mary Esther, Florida 32569

Faye C. Metsch
P.O. Box 337
Mary Esther, Florida 32569

Adrienne N. Carr
P.O. Box 337
Mary Esther, Florida 32569

ARTICLE VII
INITIAL INCORPORATOR

The name and address of the initial incorporator of this corporation are as follows:

E. Robert Yongue
P.O. Box 337
Mary Esther, Florida 32569

ARTICLE VIII
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS

The principal office address of the Corporation is 50 Hill Avenue, Building A, Fort Walton Beach, Florida 32548. The mailing address for the Corporation is P.O. Box 337, Mary Esther Florida 32569.

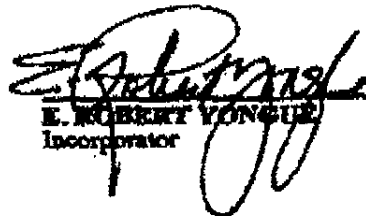
ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting when consent in writing setting forth the action so taken is signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

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IN WITNESS WHEREOF, the undersigned, being all of the incorporator hereinbefore named, have hereunto set his hand and seal on this the 18th day of October, 2004, for the purpose of forming a corporation to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated above are true.

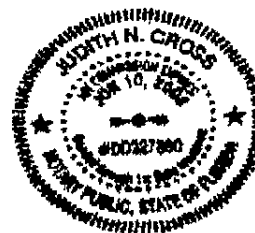

E. ROBERT YONGUE
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared E. ROBERT YONGUE, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 21st day of January, 2005.


Print name: Judith N. Cross
NOTARY PUBLIC
My Commission Expires: 4/10/08



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

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is Online TV, Inc.
2. The address of the registered office is 4 Eleventh Avenue, Suite 1, Shalimar, Florida 32579.
3. The name of the registered agent at the registered office is LISA Y. PITELL.

Dated: January 21, 2005.


E. ROBERT YONGUE
Incorporator

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 21, 2005.


LISA Y. PITELL

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