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FLORIDA PROFIT CORPORATION OR P.A.

ALTERNATIVE CHANNELS, INC.

Certificate of Status	1
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9/27

ARTICLES OF INCORPORATION
of
ALTERNATIVE CHANNELS, INC.

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The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation shall be **ALTERNATIVE CHANNELS, INC.**

ARTICLE II

ADDRESS: The mailing address and street address of the initial principal office of the corporation shall be 3395 North Dixie Highway, Suite 2, Boca Raton, Florida 33431.

ARTICLE III

NATURE OF BUSINESS: The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV

CAPITAL STOCK: This corporation shall be authorized to issue 1,000 shares with \$1.00 par value common stock.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

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ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent of this corporation shall be Mitchell D. Adler, Esq., 100 West Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.

ARTICLE VII

DIRECTORS: The corporation shall have one (1) director initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

ARTICLE VIII

INITIAL OFFICER: The name and address of the initial Officer who shall hold office for the first year of existence of the corporation or until his successor(s) have been elected and qualified is:

Stuart Honickman,
President/Secretary
118 Cumberland Place
Lawrence, New York 11559

ARTICLE IX

INCORPORATOR: The name and address of the incorporator to these Articles of Incorporation is as follows:

Mitchell D. Adler, Esq.
100 West Cypress Creek Road, Suite 700
Ft. Lauderdale, Florida 33309

ARTICLE X

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

,09-26-'05 15:01 FROM-

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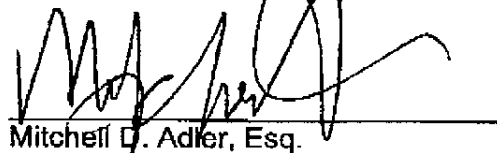
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ARTICLE XI

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE XII

The undersigned incorporator has executed these Articles of Incorporation on September 23, 2005.



Mitchell D. Adler, Esq.

09-26-'05 15:01 FROM-

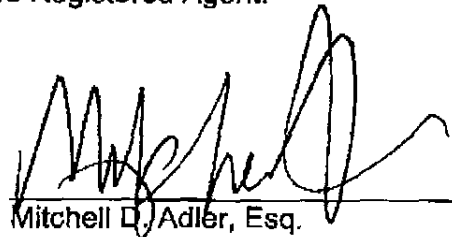
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ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for **ALTERNATIVE CHANNELS, INC.**, at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: September 23, 2005



Mitchell D. Adler, Esq.

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