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P06000155855

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FLORIDA PROFIT/NON PROFIT CORPORATION

GOODRADIO.TV, INC.

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

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ARTICLE I

The name of this corporation is GoodRadio.TV, Inc. (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is 525 South Flagler Drive, Suite 21A, West Palm Beach, FL 33401.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock if the Corporation shall be as follows:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
<u>Authorized</u> 1,000	<u>Par Value Per Share</u> \$.01	<u>Class of Stock</u> Common

ARTICLE V

The street address of the Corporation's initial registered office is 525 South Flagler Drive, Suite 21A, West Palm Beach, FL 33401, and the name of its initial registered agent at such office is Dean Goodman.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

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From: Tracy Spear

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Dean Goodman
525 South Flagler Drive, Suite 21A
West Palm Beach, FL 33401


ARTICLE VII

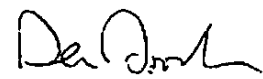
A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE VIII

The name of the Incorporator is Dean Goodman and the address of the Incorporator is 525 South Flagler Drive, Suite 21A, West Palm Beach, FL 33401.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 21st day of December, 2006. 



Dean Goodman

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of GoodRadio.TV, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Dean Goodman

Dated: December 21, 2006 

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