

P95000003660

LAW OFFICES
HONIGMAN MILLER SCHWARTZ AND COHN
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS
222 LAKEVIEW AVENUE SUITE 800
WEST PALM BEACH, FLORIDA 33401-6112

CATHERINE M. SCOTT
Legal Assistant

DIRECT DIAL NUMBER
(407) 838-4538

TELEPHONE (407) 838-4500
TELEFAX (407) 838-3036

January 11, 1995
VIA FEDERAL EXPRESS

TAMPA, FLORIDA
ORLANDO, FLORIDA
DETROIT, MICHIGAN
LANSING, MICHIGAN
HOUSTON, TEXAS
LOS ANGELES, CALIFORNIA

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE

JAN 11 1995

000001378530
-01/12/95--01087--015
***122.50 ***122.50

Re: ICTV, Inc.

Gentlemen:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	35.00
TOTAL	<u>\$122.50</u>

Please return the certified copy of the Articles to the attention of the undersigned in the prepaid Federal Express envelope enclosed.

Thank you for your cooperation in this matter.

Very truly yours,

Cathy M. Scott
Cathy M. Scott
Legal Assistant to
Jose Diaz

CMS/bc
Enclosures: Check
Articles (in duplicate)

cc: Mr. Mark Lambert (w/encl)
Mr. Tom Koller (w/encl)
Carla L. Brown, P.A.
Jose Diaz, Esq.

WPB/54368 I
CMS 1/11/95 2:23pm

95 JAN 12 PM 1:12
TALLAHASSEE, FL
SECRETARY OF STATE

FILED

744
1-13-95

ARTICLES OF INCORPORATION
OF
ICTV, INC.

FILED
95 JAN 12 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

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

EFFECTIVE DATE

JAN 11 1995

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

451 West Cypress Creek Road
Third Floor
Ft. Lauderdale, FL 33309

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on January 11, 1995.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

HOMISCO INCORPORATION, INC.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE IX - INCORPORATOR

The name and address of the entity signing these Articles are:

HOMISCO INCORPORATION, INC.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Mark Lambert	5821 N.E. 20th Avenue Ft. Lauderdale, FL 33309
Tom Koller	11766 N.W. 30th Street Coral Springs, FL 33065

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of January, 1995.

HOMISCO INCORPORATION, INC.

By: Steven R. Parson, VP
Steven R. Parson, Vice President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 11th day of January, 1995.

HOMISCO INCORPORATION, INC.

By: Steven R. Parson, VP
Steven R. Parson, Vice President

P95000003660

LAW OFFICES

HONIGMAN MILLER SCHWARTZ AND COHN

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

222 LAKEVIEW AVENUE SUITE 800
WEST PALM BEACH, FLORIDA 33401-0802

TELEPHONE (407) 838-4900
TELECOPIER (407) 832-3030

CATHERINE M. SCOTT
Legal Assistant

DIRECT DIAL NUMBER
(407) 838-4530

TAMPA, FLORIDA
ORLANDO, FLORIDA
DETROIT, MICHIGAN
LANSING, MICHIGAN
HOUSTON, TEXAS
LOS ANGELES, CALIFORNIA

January 18, 1995

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314
Attention: Domestic Charter Section

Re: ICTV, Inc.
Charter Number: P95000003660

Dear Sir or Madam:

On January 12, 1995, our firm filed Articles of Incorporation for ICTV, Inc. with your office.

Please be advised that one number was dropped from the principal address of ICTV, Inc. set forth in Article II. Please correct your records to reflect the address as:

1451 West Cypress Creek Road
Third Floor
Fort Lauderdale, FL 33309

Thank you for your assistance in this matter.

Very truly yours,

Catherine M. Scott

Catherine M. Scott
Legal Assistant to Jose Diaz

CMS/ymf
cc: Mr. Mark Lambert
Jose Diaz, Esq.

WPB/S4863 1

10/13
10/13

P95000003660

LAW OFFICES

HONIGMAN MILLER SCHWARTZ AND COHN

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

822 LAKEVIEW AVENUE SUITE 800
WEST PALM BEACH, FLORIDA 33401-0112

FAX (801) 838-3070

ANDREW F. DUNSTAN
Legal Assistant Clerk

DIRECT DIAL NUMBER
(801) 838-4611

FILED
96 SEP 13 PM 3:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TAMPA, FLORIDA
DETROIT, MICHIGAN
LANSING, MICHIGAN

September 11, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500001946975
-09/13/96--01034--017
*****35.00 *****35.00

Re: ICTV, Inc.

Dear Sir or Madam:

Enclosed please find the fully executed Resignation of Registered Agent for ICTV, Inc. together with a check in the amount of \$35.00 for the filing fee.

Please advise me if there is any further information you require.

Sincerely yours,

Andrew F. Dunstan

Andrew F. Dunstan
Legal Assistant Clerk
to Carla L. Brown

AFD/tim
Enclosures

cc: Carla L. Brown, P.A. (w/encs.)

WFB/90301.1/99999/999279

RA Resig.

VS SEP 19 1996

FILED
96 SEP 13 PM 3:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,
Florida Statutes, the undersigned, HOMISCO INCORPORATION, INC.
(Name of registered agent)

hereby resigns as Registered Agent for ICTV, INC.
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.

The agency is terminated and the office discontinued on the 31st day after the date on which
this statement is filed.

HOMISCO INCORPORATION, INC.

By: Steven R. Parson, V.P.
(Signature of resigning agent)

If signing on behalf of an entity:

Steven R. Parson
(Typed or Printed Name)

Vice President
(Capacity)

Fee for filing this document:
\$87.50 - Active corporation
\$35.00 - Administratively dissolved corporation