

P95000004350

Charter Number Only

1/17/95

Requestor's Name
William C. Davis III
Address
2655 LEJEUNE Rd. PH-2
Coral Gables FL 33134
City State ZIP Phone
3290A

VALUATION ONLY

200001382942
-01/18/95--01067---001
****122.50 ****122.50

CORPORATION(S) NAME

TV Planet, INC.

FILED
JAN 18 PM 1:32
SEAL OF THE STATE
TREASURY DEPT., FLORIDA

EMPIRE Toll Free: 1-800-432-3028

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|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
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Examiner
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Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

H. SIMS JAN 18 1995

ARTICLES OF INCORPORATION

OF

TV PLANET, INC.

FILED
95 JUN 18 PM 11:32
HONOLULU, HAWAII

The UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is: TV PLANET, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(a) To engage in every aspect and phase of the business of the production and distribution of audio-visual products.

(b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except, that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit, state fair or exposition.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is TWO HUNDRED (200) Shares of Common Stock having a nominal or par value of FIVE DOLLARS (\$5.00) per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is: More than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial address of the principal office of this corporation in the State of Florida is: 5445 Collins Avenue, PH 1, Miami Beach, Florida 33140

The Registered Agent at the above office is: FREDDY PADEL.

ARTICLE VII

DIRECTORS

This corporation shall have four (4) directors, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than four (4).

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the member (s) of the first Board of Directors are: ANTONIO FADEL, FREDDY FADEL, SALOM " FADEL, and HABIB FADEL, all of 5445 Collins Ave., Penthouse 1, Miami Beach, Florida 33140.

ARTICLE IX

SUBSCRIBERS


The name and address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration therefore are:

ANTONIO FADEL, 5445 Collins Avenue, Penthouse 1, Miami Beach, Florida 33140.

ARTICLE X

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 stockholders, and approved at stockholder's meeting by the majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.



ANTONIO FADEL

STATE OF FLORIDA)
COUNTY OF DADE) SS:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared _____

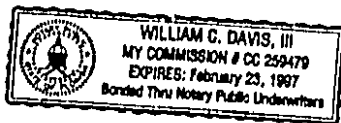
ANTONIO FADEL

known to me to be the person__ described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form__ of identification of the above-named person _:

Venezuelan Passport

and that an oath ~~(was)~~(was not) taken.

WITNESS my hand and official seal in the County and State last afore-
said this 18th day of January, A.D. 1995 JH F



NOTARY SIGNATURE

WILLIAM C. DAVIS, III
PRINTED NOTARY SIGNATURE

My Commission Expires:

Feb. 23, 1997

ACCEPTANCE OF REGISTERED AGENT

Having been named to serve as Registered Agent for this Corporation,
I hereby accept such designation and agree to comply to the law of the State
of Florida regarding the keeping open of such corporate office.

REGISTERED AGENT
FREDDY FADEL