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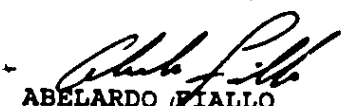
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

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****122.50 ****122.50

SUBJECT: TELEVENTAS SHOPPING NETWORK, INC

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR US\$ 122.50

FROM :


ABELARDO VIALLO
8450 SW 74th Terr
MIAMI, FL 33143
(305)596-1316

FILED
95 JAN 17 AM 9:31
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

KTK
1/16/95

ARTICLES OF INCORPORATION
OF

TELEVENTAS SHOPPING NETWORK, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE
CORPORATE NAME

The name of this corporation is TELEVENTAS SHOPPING NETWORK, INC.

ARTICLE TWO
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE THREE
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock without par value.

ARTICLE FOUR
TERM OF EXISTENCE

This corporation shall have perpetual existence upon filing of these articles.

ARTICLE FIVE
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

Mr. Abelardo Fiallo
8450 sw 74th Terr.
MIAMI, Fla. 33143

The Board of Directors from time to time may move the Registered office to any other address in the State of Florida.

FILED
95 JAN 17 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE SIX
BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

**ARTICLE SEVEN
INITIAL DIRECTOR**

The name of the initial director of this Corporation and his address is:

Mr. Abelardo Fiallo
8450 sw 74th Terr.
MIAMI, Fla. 33143

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE EIGHT
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Mr. Abelardo Fiallo
8450 SW 74th Terr.
Miami, Fl 33143

**ARTICLE NINE
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 a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE TEN
PRINCIPAL OFFICE & MAILING ADDRESS**

The principal office of the corporation and the mailing address of the corporation is:

TELEVENTAS SHOPPING NETWORK, Inc.
c/o Mr Abelardo Fiallo
8450 SW 74th Terr.
Miami, Fl. 33143

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on January ____, 1995.


Incorporator

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 16th day of January, 1995 by Abelardo Fiallo who is personally known to me or who produced _____ identification and who did take an oath.






ANA SWIRION
My Commission CC404981
Expires Sep. 05, 1998
Bonded by ANI
800.852.5878

Notary Public
State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

TO WHOM IT MAY CONCERN:

I, ABELARDO FIALLO, HEREBY ACCEPT THE DUTIES AND OBLIGATION OF REGISTERED AGENT OF TELEVENTAS SHOPPING NETWORK, INC.


ABELARDO FIALLO

8450 SW 74th Terr
Miami, Fl. 33143

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME BY ABELARDO FIALLO THIS 16th DAY OF JANUARY, 1995 & WHO PRODUCED Driver's License # F400-006-53.161-0 AS IDENTIFICATION AND WHO DID TAKE AN OATH



ANA J. MIRON
My Commission CC404881
Expires Sep. 08, 1998
Bonded by ABE
800-852-5878

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

FILED
95 JAN 17 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA