

P95000011866

Feb. 9, 1995

Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, FL 32399

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
-02/10/95-0011866-007
122.50
122.50

Gentlemen:

Enclosed please find the Articles of Incorporation for:

TV INNOVATIONS, INC.

Enclosed is our check in the amount of \$122.50 to cover fees as follows:

Filing Fees.....\$ 35.00
Certified Copy..... 52.50
Register Agent..... 35.00

Please return the filed documents to me in the enclosed overnight envelope.

If you have any questions, please do not hesitate to call me at (407)997-9800.

Sincerely,


Ronald P. Godfrey



ARTICLES OF INCORPORATION
OF
TV INNOVATIONS, INC.

FILED
FEB 19 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is TV INNOVATIONS, INC.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of one dollar (\$1.00) par value common stock which shall be designated common stock.

ARTICLE IV. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's principal office and the initial registered office of this corporation is 5301 N. Federal Hwy., #350, Boca Raton, FL 33487, and the name of the initial registered agent of this corporation at that address is Ronald P. Godfrey.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1) director. The name and address of the initial director of this corporation is:

Ronald P. Godfrey
7340 NE 8TH CT
Boca Raton, FL 33487

ARTICLE VII. INCORPORATOR

The name and address of the person signing these articles is:

Ronald P. Godfrey
7340 NE 8TH CT.
Boca Raton, FL 33487

ARTICLE VIII. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on Feb 9, 1985.



Ronald P. Godfrey.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
25 FEB 10 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That TV INNOVATIONS, INC. desiring to organize under the laws of the State of Florida as indicated in the Articles of Incorporation, has named Ronald P. Godfrey, located at 5301 N. Federal Hwy., #350, Boca Raton, FL 33487, as its agent to accept service of process within this State.

Having been named to accept service of process for the above named Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Ronald P. Godfrey
Resident Agent

BROAD AND CASSEL
ATTORNEYS AT LAW

995000011866

MURRAY D. HIGAS, PA
MIRIAM J. AL, PA
JERRY A. DEWITT, PA
PATRICIA LEWIS, PA
C. BEN KIRKP, PA
ROBERT D. GATTIN, PA
RICHARD B. McFARLANE, PA
C. DAVID BROWN, II, PA
P. VERNON BENNETT
MARVIN S. CASSEL, PA
CLIFFORD I. HERTZ, PA
ARVIN J. JAFFE, PA
M. KATHLEEN TURNER, PA
RALPH C. WATKINS, PA
DOUGLAS L. MANNINGHAME, PA
MARTIN E. PERES, PA
MICHAEL A. THOMAS, PA
ANTHONY W. PALMA, PA
ANDREW D. RAJIN
CHARLES E. STRATTON, PA
JAMES R. HATTE, PA
WILLIAM C. FULLERTON, PA
ALAN S. LEHRMAN, PA

HARRIE L. IMPERATO, PA
DAVID S. MILLER, PA
ROBERT T. ROSEN, PA
ANDREW COZZIN, PA
KELLY OVERHURST JOHNSON, PA
RANIEL M. ALIJOHNS, PA
JAMES J. WHEELER, PA
JERRY P. ORTIN
ANDREW R. THOMAS, PA
MARK D. TURNER
THOMAS C. TALK, PA
PETER M. CAPALLO, PA
JACK B. BELLOTT, PA
VERONICA RABBY JOHNSON, PA
JOSE E. ROSE, PA
KIMBA R. BANTON, JR., PA
MINA S. COHEN, PA
STEVEN REIDMAN
AMY S. KILGUSSE, PA
DENORA H. JOHNSON, PA
RONALD M. GACHA, PA
RICHARD N. MILAM, PA
LEONOR WHEELER, PA

ANNE NOVICE BRANAM, PA
A. JERRY JOHNSON, PA
DALE S. NEUMAN, PA
MARSHALL S. HARRIS, PA
JAY ALMAD
DAWN LAKENARD BOWLING
JOYCE L. TIZEN
PAUL APPELO
KATHLEEN L. DEUTSCH
JERRY W. WITTE
BARBARA M. CASTELLO
MICHAEL R. KROCHER
ROY S. ROBERT
MICHAEL P. BENNETT
MICHAEL P. MESS, JR.
C. CHRISTOPHER KILLER
RICHARD M. BENSON
DOUGLAS R. REACHER
GARY J. LEHMAN
DAVID J. POWERS
JONATHAN I. BELL
ANDREW A. BUCH
KATHLEEN CARTER

JAMES R. PALMER
ROBERT ALBERT, JR.
ROBERT P. MALLETT
KATH P. WHITE
DEJAN A. BINDER
TAMARA CARNOCHAN
ROSE FARMER RAMON
PETER M. BERNHART
LEON ANN MURVIN
LEWIS C. BRAUER
STEVE WASHINGTON
MICHAEL MARTINE
STEVEN MICHAEL STARR
T. KEVIN TAYLOR
LEWIS J. PERLINI
DAVID A. ROBERTS
DAVID F. LEON
DEBRA R. RUTTER
JENNIFER STEWARD
CARL S. BOHIM
CARLOS O. FERNANDEZ
KELLY P. CAMINER

7777 GLADES ROAD
SUITE 300
BOCA RATON, FL 33434
(561) 483-7000
FAX (561) 483-7321

OF COUNSEL
STEPHEN BORGAN
ALVIN CAMER
NORMAN BORDAL, PA
JAMES S. CASSEL, PA
I. BURTON STRAKER
WILLIAM M. BOWLAND, JR., PA
WANDA L. BROWN
ALAN M. GERSHMAN
KENNETH KOPMAN
WILLIAM P. BURNS
RILEY R. LAURENCE

September 18, 1996

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

Re: Articles of Amendment for TV Innovations, Inc.

Gentlemen:

Enclosed for filing are originally executed Articles of Amendment to the Articles of Incorporation of TV Innovations, Inc., together with a check in the amount of \$35.00 to cover filing fees. Please return a file-stamped copy of the Amendment to David J. Powers, Esq., Broad and Cassel, 7777 Glades Road, Suite 300, Boca Raton, FL 33434.

Please contact the undersigned at (407) 483-7000 if you have any questions or comments regarding this matter.

Very truly yours,

BROAD AND CASSEL

David J. Powers / sp
David J. Powers

DJP/ljs
Enclosures

2/35

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TV INNOVATIONS, INC.

(DOCUMENT NO. P95000011866)

Pursuant to the provisions of Section 607.1006, Florida Statutes, TV INNOVATIONS, INC., a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article III of the Corporation's Articles of Incorporation has been amended to read as follows:

"ARTICLE III. CAPITAL STOCK

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Two Thousand (2,000), consisting of One Thousand (1,000) shares of Voting Common Stock with a par value of One Dollar (\$1.00) per share (the "Voting Common Stock"), and One Thousand (1,000) shares of Non-Voting Common Stock with a par value of One Dollar (\$1.00) per share (the "Non-Voting Common Stock"), (Voting Common Stock and Non-Voting Common Stock being hereinafter referred to collectively as "Common Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

Except as otherwise provided herein, all of the shares of Voting Common Stock and Non-Voting Common Stock will be identical in all respects and will entitle the holders thereof to the same rights and privileges.

1. Voting. The holders of the Voting Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. Except as otherwise expressly required under the laws of the State of Florida, holders of shares of Non-Voting Common

Stock shall have no right to vote on any matter submitted to a vote of the stockholders of the Corporation and the consent of the holders of shares of Non-voting Common Stock shall not be required for any action.

2. Dividends, Distributions, Stock Splits, etc. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors. Holders of shares of Voting Common Stock and shares of Non-Voting Common Stock shall be entitled to share equally on a share-for-share basis in all dividends payable on Common Stock, when, as, and if declared by the Board of Directors of the Corporation, whether payable in cash, property or securities of the Corporation; provided, however, that if dividends are declared on Common Stock in shares of Common Stock, then dividends shall be declared which are payable at the same rate on each type of Common Stock and the dividends on the shares of Voting Common Stock shall be payable only in shares of Voting Common Stock and the dividends on the shares of Non-Voting Common Stock shall be payable only in shares of Non-Voting Common Stock. If at any time the Corporation determines to make any other distribution to holders of shares of Common Stock or determines to offer to repurchase or otherwise acquire any shares of Common Stock, any such distribution or offer to repurchase or otherwise acquire any shares of Common Stock shall be made on a share-for-share basis or pro rata based on the total number of shares of Common Stock outstanding, as the case may be.

Notwithstanding the foregoing provisions, the Corporation shall not declare a dividend payable on Common Stock and securities convertible into shares of Common Stock unless the securities so distributed to holders of shares of Voting Common Stock are convertible into shares of Voting Common Stock and the securities so distributed to holders of shares of Non-Voting Common Stock are convertible into shares of Non-Voting Common Stock and all other terms and provisions of the securities so distributed are identical in all respects. If at any time the Corporation in any manner subdivides splits or combines the outstanding shares of one type of Common Stock, the outstanding shares of the other type of Common Stock shall be proportionately subdivided, split or combined.

3. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation."

SECOND: The foregoing amendment was adopted on April 29th, 1996.

THIRD: The foregoing amendment was approved by the shareholders of the Corporation. The number of votes cast for the amendment was sufficient for approval. There were no voting groups entitled to vote separately on the amendment.

IN WITNESS WHEREOF, TV INNOVATIONS, INC., a Florida corporation, has caused these Articles of Amendment to be signed by its President this 29th day of April, 1996.

TV INNOVATIONS, INC., a Florida corporation

By: 
Ronald P. Godfrey, President