

ERNEST W. LETIZIANO & CO.

BUSINESS MANAGEMENT, CONSULTANTS & ACCOUNTANTS

205 WORTH AVENUE, PALM BEACH, FLORIDA 33480

FAX 407-832-1207

P95000015584

FEBRUARY 21, 1995

DIVISION OF CORPORATIONS
P O Box 6327
TALLAHASSEE, FLORIDA 32314

500001413575
-02/23/95--01063--004
****122.50 ****122.50

DEAR SIR:

I HAVE ENCLOSED MY CHECK FOR \$122.50 WHICH REPRESENTS
PAYMENT FOR THE FILING FEES FOR INCORPORATING:

CHARITY TELEVISION NETWORK, INC.

ALSO ENCLOSED ARE AN ORIGINAL AND ONE COPY OF OUR ARTICLES
OF INCORPORATION.

PLEASE REPLY TO THE ABOVE ADDRESS.

Vty,

E.W. LETIZIANO

FILED
05 FEB 23 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
95 FEB 23 PH 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHARITY TELEVISION NETWORK, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Charity Television Network, Inc.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 205 Worth Avenue, Suite 316, Palm Beach, Florida 33480.

THIRD: The mailing address, wherever located, of the corporation is 205 Worth Avenue, Suite 316, Palm Beach, Florida 33480.

FOURTH: The number of shares that the corporation is authorized to issue is 100, all of which are at \$1.00 par value and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 205 Worth Avenue, Suite 316, Palm Beach, Florida 33480.

The name of the initial registered agent of the corporation at the said registered office is Ernest W. Letiziano.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Ernest W. Letiziano	205 Worth Avenue, Suite 316 Palm Beach, FL 33480

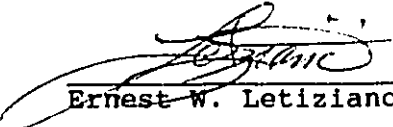
SEVENTH: The purposes for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

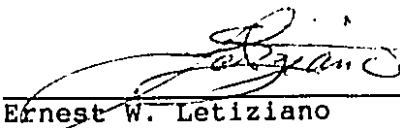
Signed on February 20, 1995.


Ernest W. Letiziano, Incorporator

FILED
95 FEB 23 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By:


Ernest W. Letiziano

Date: February 20, 1995

City of Tallahassee
County of Leon

WRITTEN CONSENT
OF
INCORPORATOR TO
ORGANIZATIONAL ACTION
OF
CHARITY TELEVISION NETWORK, INC.

Under Section 607.0205 of the Florida Business Corporation Act

—
The following action is taken this day through this instrument by the incorporator of the above-named corporation.

The election of the following person to serve as the director of the corporation until the first shareholders' meeting at which directors are elected:

Gregory C. Hess


Ernest W. Letiziano, Incorporator