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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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FROM: EMPIRE CORPORATE KIT COMPANY
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418-0000

(((H95000002799))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ZAPP CHANNEL, INC.

FAX AUDIT NUMBER: H95000002799

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ZAPP CHANNEL, INC.

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ARTICLE I

The name of this corporation is ZAPP CHANNEL, INC.

ARTICLE II

The term for which this corporation shall exist shall be perpetual.

ARTICLE III

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

- To distribute video games, via satellite, through cable companies to cable company subscribers.
- To develop, manufacture, wholesale, distribute and retail computers.
- To develop, manufacture, wholesale, distribute and retail computer boards to enable computers to interact with video games transmitted via cable stations.
- To provide financing to individuals and entities.
- To provide mortgages and loans on real and personal property.
- To purchase, acquire, hold, improve, sell, convey, assign, lease, mortgage, encumber, hire and deal in real and personal property of every name and nature.

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55 MAR 10 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Telephone: (407) 444-0012
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SAFF CHANULL INC.
ARTICLES OF INC.
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To own, lease, rent, operate and manage hotels, apartment houses, restaurants, taverns, bars, drug stores, barber shops, garages for motor vehicles, manufacturing plants, distribution and assembly plants, laundry and dry cleaning services, newsstands, dance halls, theaters and other places of public entertainment.

To own, lease, use, experiment in, buy, sell, and develop patents and patent rights of all kinds and for items, objects, products, mechanisms, and goods of all kinds and nature, and to deal in, manufacture, distribute and sell and buy, such patents and patent rights and such other items, objects, products, mechanisms and goods, and to enter into contracts for the purchase, sale, disposition and traffic in same, both as principal and as agent.

To buy, sell, trade, manufacture, assemble, and deal in and with goods, wares and merchandise of every kind and nature, to carry on such business as wholesaler, retailer, importer, and exporter, to acquire all such merchandize, supplies, materials and other articles as shall be necessary or incidental to such business.

ARTICLE IV

The corporation is authorized to issue 1000 shares of \$1.00 per value common stock, which shares shall be designated "Common Stock".

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**ZAFF CHANNEL, INC.
ARTICLES OF INC.
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ARTICLE V

The Board of Directors shall have the power to adopt, alter, amend or repeal the Bylaws of the corporation.

ARTICLE VI

The principal place of business of this corporation shall be: 7291 N.W. 74th Street, Medley, Florida 33166.

The name of the initial registered agent of this corporation is: Alex Kurbin, Esq.

The address of the initial registered agent is: 2701 Le Jeune Road, Suite 350, Coral Gables, Florida 33134-5821.

ARTICLE VII

This corporation shall initially have as directors those persons who are designated below in this Article. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one (1), nor more than nine (9). The name(s) and address(es) of the initial director(s) of this corporation is/are:

Alex Kurbin

2701 Le Jeune Road, Suite 350
Coral Gables, Florida 33134-5821

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EAST CHANNEL, INC.
ARTICLES OF INC.
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ARTICLE VIII

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

President/Secretary

Alex Kurkin
2701 Le Jeune Road, Suite 350
Coral Gables, Florida 33134-5821

ARTICLE IX

The name and address of the person signing these Articles is: Alex Kurkin, Esq., 2701 Le Jeune Road, Suite 350, Coral Gables, Florida 33134-5821.

ARTICLE X

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act.

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ZAPP CHANNEL, INC.
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ARTICLE XII

Members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone conference as provided by law.

ARTICLE XIII

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

ARTICLE XIV

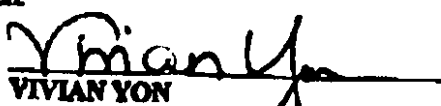
The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 10th day of March, 1995.

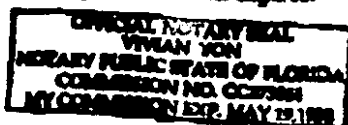

ALEX KURKIN

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, on this 10th day of March, 1995, personally appeared ALEX KURKIN, who is personally known to me, and to me known to be the person who executed the foregoing Articles of Incorporation.


VIVIAN YON
Notary Public, State of Florida

My commission expires:



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ZAPP CHANNEL, INC.
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Fla. Stats., the following is submitted:

ZAPP CHANNEL, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 7291 N.W. 74th Street, Madley, Florida 33166, has named Alex Kurkin, Esq. located at 2701 Le Jeune Road Suite 350, Coral Gables, Florida 33134 as its agent to accept service of process within the State of Florida.

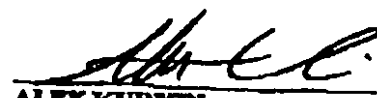
Signature:


ALEX KURKIN
President

Dated 3/10/95

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the order and complete performance of my duties.

Signature:


ALEX KURKIN
Registered Agent

Dated 3/10/95

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95 MAR 10 PM 3:09
TALLAHASSEE FLORIDA
SECRETARY OF STATE

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