

995000021721

ALLEN L. JACOBI

Attorney at Law

A PROFESSIONAL ASSOCIATION

1111 N.E. 123 Street
North Miami, Florida 33161

Richard N. Clavitt, D.A.
of Counsel

February 21, 1995

TELEPHONES:
DADE (305) 893-4133
BROWARD (305) 921-4026
FAX (305) 893-4173

Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Articles of Incorporation for:
International Broadcast Consultants, Inc.

FILED
1995 MAR 20 PM 12:00
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed herewith please find an original and one copy of the Article of Incorporation on the above proposed Florida Corporation. Also enclosed is our check in the amount of \$122.50 representing payment for the cost of said Articles.

Kindly forward a certified copy of said Articles of Incorporation to the undersigned. Thanking you in advance for your anticipation cooperation.

Sincerely,

all

ALLEN JACOBI

ALJ:sh
encl.

300001415543
-02/27/95--01003--005
****122.50 ****122.50

300001415543
-02/27/95--01003--005
****122.50 ****122.50

W95-4403
MB 3/20/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1995

ALLEN JACOBI, ESQ.
1313 N.E. 125TH STREET
NORTH MIAMI, FL 33161

SUBJECT: INTERNATIONAL BROADCAST CONSULTANTS, INC.
Ref. Number: W95000004403

We have received your document for INTERNATIONAL BROADCAST CONSULTANTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 895A00008770

Int. BROADCAST CONSULTANTS, INC.
Int. Broad Consult. of America, Inc.

ARTICLES OF INCORPORATION

OF

International Broadcast Consultants of America, Inc.

FILED

1995 MAR 20 PM 12:00

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be: International Broadcast Consultants of America, Inc.

II

The purposes and general nature of the business to be transacted by the corporation shall be as follows:

- A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which a part hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of \$1.00 par value.

IV

The amount of capital with which this corporation shall begin business shall be \$500.00

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be at: 3800 N. 38th Avenue, Hollywood, FL 33021

VII

The Board of Directors of this corporation shall consist of not less than one nor more than 2 member.

VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

NAME	ADDRESS	TITLE
Ivan Rothstein	3800 N. 38th Avenue Hollywood, FL 33021	President
Eric Lefkowitz	3800 N. 38th Avenue Hollywood, FL 33021	Secretary/Treasurer

VIII

The registered agent and the registered office for this corporation are: Ivan Rothstein, 3800 N. 38th Avenue, Hollywood, FL 33021

X

The name and address of the subscriber to these articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of \$500.00, the amount of capital with which this corporation shall begin business are as follows;

NAME	ADDRESS	SHARE
Ivan Rothstein	3800 N. 38th Avenue Hollywood, FL 33021	250
Eric Lefkowitz	3800 N. 38th Avenue Hollywood, FL 33021	250

XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

NAME	ADDRESS	TITLE
Ivan Rothstein	3800 N. 38th Avenue Hollywood, FL 33021	President
Eric Lefkowitz	3800 N. 38th Avenue Hollywood, FL 33021	Secretary/Treasurer

XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other office as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

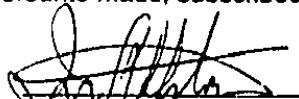
XIII

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Article of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


IVAN ROTHSTEIN

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these articles of Incorporation.


IVAN ROTHSTEIN


ERIC LEFKOWITZ

STATE OF FLA)
COUNTY OF DARE)

I hereby certify that on this day personally, Ivan Rothstein, Eric Lefkowitz to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the articles to be the act and deed of the subscriber and that the facts set forth therein are true.

WITNESS my hand and seal at North Miami, Florida, Dade County, this 21st day of February, 1995.

