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FLORIDA DIVISION OF CORPORATIONS

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PUBLIC ACCESS SYSTEM

((H95000003384))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

MIAMI FL 33136-28901-

-0000

FAX: (904) 922-4000

CONTACT: LYNN FRIEDMAN

PHONE: (305) 358-2571

FAX: (305) 358-7832

((H95000003384))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TELECOM MEDIA VENTURES, INC.

FAX AUDIT NUMBER: H95000003384

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/23/1995

TIME REQUESTED: 16:01:14

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 070744001530

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000003384))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

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ARTICLES OF INCORPORATION

of TELECOM MEDIA VENTURES, INC.a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.Article 1: Name of the Corporation: TELECOM MEDIA VENTURES, INC.Address of the Corporation: 12850 BISCAYNE BLVD. #700MIAMI, FLORIDA 33181

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100.PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

16460 NE 27TH AVENUE., NORTH MIAMI BCH, FLORIDA 33181and the name of the initial registered agent at such address is JOSEPH MARTIN PATERNO

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Signature of Registered Agent

Date

Article 6: The board of directors are as follows:

The name and address of the initial Director: (All persons listed after the first are additional directors)

1. JOYCE HARR 11930 NE 119TH DRIVE #1., MIAMI, FLORIDA 33181

Article 7: The Name and address of the incorporator is:

JOSEPH MARTIN PATERNO 16460 NE 27TH AVENUE., NORTH MIAMI BCH, FLORIDA 33181

In witness whereof I have subscribed my name

Signature of Incorporator

H95-3384
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

P95000023763

Admitted in Florida and
North Carolina

TEL: (305) 870-8929
FAX: (305) 870-9990

One Datan Center • Suite 400
9100 South Dadeland Boulevard
Miami, Florida 33156-7014

Stanley L. Morrow
(New Jersey & D.C. State)

190 Sylvan Ave.
Englewood Cliffs, N.J. 07632
(201) 818 0772

July 10, 1995

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

000001538250
-07/14/95--01063--017
*****70.00 *****35.00

Re: Telecom Media Ventures, Inc.

000001538250
-08/04/95--01014--002
*****105.00 *****52.50

Gentlemen:

Enclosed herewith is a Resignation from Joseph M. Paterno resigning as the Registered Agent of Telecom Media Ventures, Inc. Also enclosed herewith is a check in the amount of \$35.00 to pay for the fee for the Resignation as Registered Agent.

Please forward a date-stamped copy of the Resignation to my office in the enclosed stamped pre-addressed envelope to acknowledge your receipt of same.

Very truly yours,

PAUL M. KADE

PMK:mab
Encls.

cc: Joseph M. Paterno

FILED
95 AUG 12 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA Rod
KRC 8-4



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 21, 1995

PAUL M. KADE
ONE DATRAN CENTER, SUITE 400
9100 SOUTH DADELAND BLVD.
MIAMI, FL 33156-7814

SUBJECT: TELECOM MEDIA VENTURES, INC.
Ref. Number: P95000023763

We have received your document for TELECOM MEDIA VENTURES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$52.50. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

To resign as registered agent for a corporation, the enclosed resignation form should be completed and returned with a fee of \$87.50 for an active corporation or \$35 for an administratively dissolved corporation.

We are enclosing the proper form(s) with instructions for your convenience.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 195A00034926

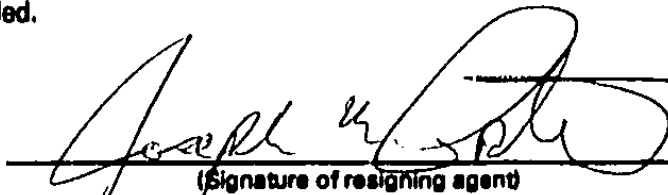
RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, Joseph M. Paterno
(Name of registered agent)

hereby resigns as Registered Agent for Telecom Media Ventures, Inc.
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.
The agency is terminated and the office discontinued on the 31st day after the date on which
this statement is filed.


(Signature of resigning agent)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fee for filing this document:

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation



FLORIDA DEPARTMENT OF STATE

Sandra L. Martin
Secretary of State

September 5, 1995

P95000023763
TELECOM MEDIA VENTURES, INC.
12550 BISCAYNE BLVD
#700
MIAMI, FL 33181

SUBJECT: TELECOM MEDIA VENTURES, INC.
Ref. Number: P95000023763

Our records indicate the registered agent for the above named corporation resigned on August 2, 1995 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain
Corporate Specialist



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1995

TELECOM MEDICAL VENTURES, INC.
12550 BISCAYNE BLVD.
SUITE 700
MIAMI, FL 33181

SUBJECT: TELECOM MEDIA VENTURES, INC.

Document #: P95000023763

Due to your failure to respond to our letter advising you of your corporation not maintaining a registered agent and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

If you have any questions concerning this matter, please call (904) 487-6916.

Carol Mustain
Corporate Specialist
Amendment Section
Division of Corporations

Letter Number: 295A00051216

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for TELECOM MEDIA VENTURES, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of November 20, 1995 for failure to designate and maintain a registered agent, as required by law.

The document number of this corporation is P95000023763.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Twentieth day of November, 1995



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State