

MY50000 25632

LAW OFFICES OF
RUBINSTEIN AND KORNIK
A Professional Association

800 BRICKELL AVENUE
SUITE 1100
MIAMI, FLORIDA 33131
TELEPHONE (305) 371-6800
FACSIMILE (305) 371-4760
WATTS (800) 948-0722

NINA ZUCKERMAN CHEPP
STACEY SCHRAGE GOLDBSTEIN
STUART G. HOROWITZ
GARY H. KORNIK*
ROWENA D. REICH
JEFFREY D. RUBINSTEIN

* ALSO ADMITTED IN PENNSYLVANIA AND NEW JERSEY
OF COUNSEL
JAMES M. FISHMAN
BRUCE IAY TOLAND

EFFECTIVE DATE

March 27, 1995

Bureau of Corporate Records
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600001441736
-03/28/95--01098--005
****122.50 ****122.50

Re: ADTV, INCORPORATED
In reply, please refer to our file no. 75468.013

Dear Sir or Madam:

With reference to the above-captioned corporation, please find enclosed two (2) executed copies of the Articles of Incorporation along with check, payable to the Secretary of State, in the amount of \$122.50, in payment of the following:

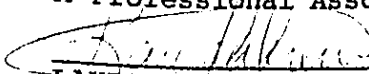
Filing Fee:	35.00
Certified Copy Fee:	52.50
Registered Agent Filing Fee:	35.00
Total:	\$122.50

Please return the certified copy of the Articles of Incorporation to the attention of the undersigned.

Thank you for your usual prompt assistance in this regard.

Very truly yours,

RUBINSTEIN AND KORNIK,
A Professional Association


LAURA CABRERA, SECRETARY TO
JEFFREY D. RUBINSTEIN, ESQ.

Enclosures

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 28 AM 10:19

3-31
KAN

EFFECTIVE DATE

3-27-95

**ARTICLES OF INCORPORATION
OF
ADTV, INCORPORATED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR 28 AM 10:19

The undersigned, natural persons competent to contract, hereby make, subscribe, acknowledge and adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of this corporation is: ADTV, INCORPORATED

The principal office and mailing address of this corporation is: C/O 800 Brickell Avenue, Suite 1100, Miami, Florida 33131.

ARTICLE II CORPORATION

This corporation shall have perpetual existence commencing March 27, 1995.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is C/O 800 Brickell Avenue, Suite 1100, Miami, Florida 33131 and the name of the initial registered agent at that address is Florida Corporate Services, Inc., a Florida corporation.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have One (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. The name and address of the initial member of the Board of Directors of this corporation is:

Jeffrey D. Rubinstein
C/O 800 Brickell Avenue, Suite 1100
Miami, Florida 33131

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator to those Articles of Incorporation is:

Jeffrey D. Rubinstein
C/O 800 Brickell Avenue, Suite 1100
Miami, Florida 33131

ARTICLE VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

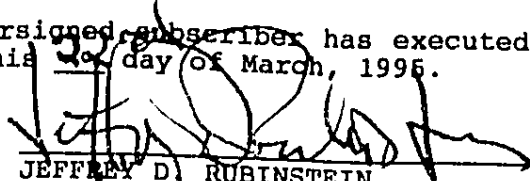
D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which

those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, 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 and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

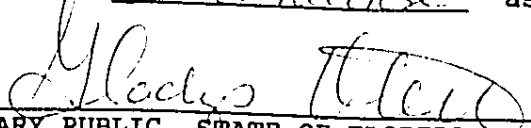
F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of March, 1995.


JEFFREY D. RUBINSTEIN
Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22nd day of March, 1995, by JEFFREY D. RUBINSTEIN. He is personally known to me or who has produced Driver's License as identification.


NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE



GLADYS OTERO
My Comm Exp. 8/14/98
Bonded By Service #118
No. CC400202

Personally Known Other ID

Typed, printed or stamped name of
Notary Public

PA5000025632

RUBINSTEIN AND KORNIK
A Professional Association
800 BRICKELL AVENUE
SUITE 1100
MIAMI, FLORIDA 33131
Phone # _____

500001743605
-03/14/96--01098--009
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

FILED
96 MAR 14 AM 7:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

o/d resig.

VS MAR 14 1996

Examiner's Initials	_____
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Florida Department of State, Sandra B. Mortham, Secretary of State

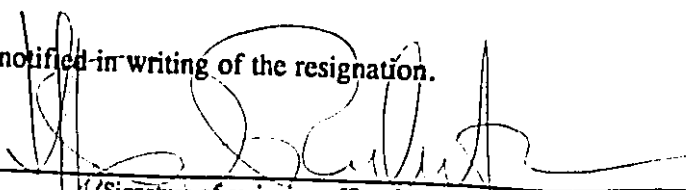
OFFICER / DIRECTOR RESIGNATION

FILED
96 MAR 14 AM 7:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, Jeffrey D. Rubinstein, hereby resign as Director
(Title)
of ADTV, INC.
(Name of Corporation)

a corporation organized under the laws of the State of Florida

That the corporation has been notified in writing of the resignation.



(Signature of resigning officer/director)
Jeffrey D. Rubinstein

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314