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TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
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(((H95000004010))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SATURN TV MEDIA, INC.
FAX AUDIT NUMBER: H95000004010 CURRENT STATUS: REQUESTED
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TALLAHASSEE, FLORIDA

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ENCLOSURE
STATION
SECRET

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ARTICLES OF INCORPORATION

OF

SATURN TV MEDIA, INC.

ARTICLE I.

NAME

The Name of the Corporation is **SATURN TV MEDIA, INC.**

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Prepared by:
Michael A. Bander
444 Brickell Avenue
Miami, Fl 33131
MAB Bar # FL 171967
305-358-5800

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TALLAHASSEE, FLORIDA

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 10,000 shares with par value of \$1.00.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

PRINCIPAL OFFICE

The principal office of the Corporation is: 10300 S.W. 154 Cir. Ct. #16, Miami, Florida 33196.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation, Register Agent Service Corporation:

10300 S.W. 154 Cir. Ct. #16,
Miami, Florida 33196

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ARTICLE VIII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME

President/Director

Rogelio Fernandez De La Cruz

Vice President

Ana M. Rodriguez

ARTICLE IX

INCORPORATOR

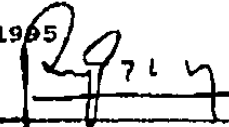
The name and address of the incorporator is: Rogelio Fernandez De La Cruz, 10300 S.W. 154 Cir. Ct. #16, Miami, Florida 33196.

ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 15th day of March, 1995



Rogelio Fernandez De La Cruz
Incorporator

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

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared before me ROSELIO FERNANDEZ DE LA CRUZ to be the person described herein as the Incorporator, and who executed the foregoing Articles of Incorporation, and she executed the same freely and voluntarily for the uses and purposes therein not forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 7th day of March 1995.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires"

MARITZA A. JIMENEZ
Notary Public, State of Florida
My Commission Expires Jan. 3, 1997
Commission No. CC 249482

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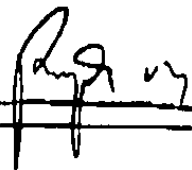
**CERTIFICATE OF DESIGNATION
REGISTER AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
SATURN TV MEDIA, INC.
2. The name and address of the Registered Agent and office is:

**Rogelio Fernandez De La Cruz
10300 S.W. 154 Cir. Ct. #16
Miami, Florida 33196**

SIGNATURE:



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