

**P95000037382**  
LOW OFFICES  
SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.  
515 W. BOCA RATON BOULEVARD  
BOCA RATON, FL 33432-4708

EDWARD H. COHEN  
GREGORY GOLDKOPF  
PAUL A. GOLDKOPF  
MICHAEL J. KOTLER  
ALLAN H. SCHWARTZ  
ROSALENA ZAKARIN

\* ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND NEW YORK  
\*\* ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND PENNSYLVANIA

NEW YORK OFFICE  
1129 NORTHERN BLVD  
MANHATTAN NEW YORK 10030

BOCA RATON (407) 361-9000  
WEST PALM BEACH (407) 844-4000  
FT. LAUDERDALE (305) 622-0930  
FAX (407) 361-9770

April 18, 1995

VIA CERTIFIED MAIL RECEIPT #Z 352 423 279

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

RE: FCN PROGRAMMING SERVICES, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Designation of Registered Agent for FCN PROGRAMMING SERVICES, INC., for filing. Also enclosed is our firm's check in the sum of \$122.50 in payment of the following costs:

Filing Fee:	\$ 35.00
Certified Copy:	52.50
Certificate of Registered Agent:	35.00

Total	\$122.50 =====
-------	-------------------

Kindly file the Articles of Incorporation and Designation of Registered Agent and return a conformed copy to the undersigned.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By: *Cheryl R. Clare*  
Cheryl R. Clare  
Legal Assistant

/crc  
Enclosures

SOLLOWAY\SEC-ST.LTR

D. BROWN APR 25 1995

**ARTICLES OF INCORPORATION**  
**OF**  
**FCN PROGRAMMING SERVICES, INC.**

FILED  
95 APR 21 PM 3:28  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this corporation is  
FCN Programming Services, Inc.

**ARTICLE II**

**PURPOSE**

This corporation is organized for the following purposes:

1. To create and sell custom software.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify her from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

#### ARTICLE IV

##### TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 6250 North Andrews Avenue, Suite 207, Fort Lauderdale, Florida 33309. The initial registered agent of this corporation is KENNETH SOLLOWAY with his address at 6250 North Andrews Avenue, Suite 207, Fort Lauderdale, Florida 33309. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director(s), initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

KENNETH SOLLOWAY      6250 North Andrews Avenue  
Suite 207  
Fort Lauderdale, Florida 33309

#### ARTICLE VII

##### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.


#### ARTICLE VIII

##### INCORPORATOR

The name and address of the person signing these Articles is:

Kenneth Solloway  
6250 North Andrews Avenue  
Suite 207  
Fort Lauderdale, Florida 33309

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11<sup>th</sup> day of April, 1995.

  
KENNETH SOLLOWAY, Subscriber

STATE OF FLORIDA )

COUNTY OF \_\_\_\_\_ )

Sworn to and subscribed before me this 10<sup>th</sup> day of April, 1995, by KENNETH SOLLOWAY, who is personally known to me (or who has produced \_\_\_\_\_ as identification) and who did take an oath.



(SEAL)

Print Name: \_\_\_\_\_  
Notary Public, State of Florida

SOLLOWAY\ART.CRT

*Kenneth Lipsitz*

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

FILED  
95 APR 21 PM 3:28  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That FCN PROGRAMMING SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Fort Lauderdale, County of Broward, State of Florida has named KENNETH SOLLOWAY, located at 6250 North Andrews Avenue, Suite 207, Fort Lauderdale, Florida 33309, its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



KENNETH SOLLOWAY

(Registered Agent)