

PALM BEACH ACCOUNTING & INVESTMENTS, INC.

P95000040345

SERVICES
TAX PLANNING
TAX PROBLEMS
PRIOR YEARS TAX RETURNS
OUT OF STATE TAX RETURNS

SERVICES
ACCOUNTING AND CONSULTING
ACCOUNTING CLUB MEMBERSHIP
BUSINESS PURCHASE ANALYZATION
MOA, POA & CONDO ASSN. ACCOUNTING

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

May 12, 1995

300001494753
-05/19/95--01074--001
****122.50 ****122.50

Re: Worth Watching, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation, and the certificate designating resident agent with reference to the above captioned Corporation.

Also enclosed is a check made payable to the order of the Secretary of State in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	52.50
Resident Agent Fee	35.00
Total	\$ 122.50

Please process this Corporation and return a certified copy of the Articles of Incorporation at your earliest convenience.

Thank you in advance for your cooperation and attention to this matter.

Sincerely yours,

Lee H. Nelson

LH:cao
Enclosed

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY 19 PM 2:06

FILED

22-5
11/16

FILED
95 MAY 19 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WORTH WATCHING, INC.

The undersigned hereby makes, subscribes acknowledges and files these Articles of Incorporation for the purposes of forming a Corporation under the laws of the State of Florida.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the Corporation is to be: WORTH WATCHING, INC.
The principal office is to be: 3923 Lake Worth Rd., # 214
Lake Worth, Fl. 33461

ARTICLE II

Duration

This Corporation shall have perpetual existence.

ARTICLE III

Purpose

This Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. To conduct the business of television production of business advertising.
2. For the general purpose of investing for profit in all kinds and types of real or personal property, including tangible and intangible, mixed or otherwise. To enter into other partnership agreements in the capacity of a general partner or limited partner, to become a member of a joint venture, or to participate in some form of a syndication for investment.

3. To fabricate, assemble, buy, sell, and generally deal in goods and merchandise of every class and description, both real and personal.

4. To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage, and operate real property, both improved and unimproved, and personal property of whatsoever nature or kind, by owner, agent, factor, or broker, and to erect dry walls, erect buildings, landscaping, lawn maintenance, and general construction.

5. To build, construct and alter houses, buildings, and structures of whatsoever kind or nature, and to develop real property generally, to loan money upon real and personal property and to take mortgages and bonds, and assignments of mortgages and bonds upon real and personal property of whatsoever nature or kind, and to borrow money thereon by mortgage or otherwise.

6. To transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried as in connection with an auxiliary foregoing business.

7. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing business.

ARTICLE IV

Capital Stock

1. The aggregate number of share which the Corporation is authorized to issue is Five Hundred (500) Shares. Such shares shall be of a single class (Common Stock), and shall have a par value of One Dollar (\$1.00) per share.

2. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

Initial Registered Agent and Office of Registered Agent

The street address in the State of the initial registered office of the Corporation is Lee Hendelson

and the mailing address is 2845 No. Military Trail, #15, West Palm Beach, Florida 33409. The name of the initial Registered Agent at such address is Lee Hendelson.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors shall consist of (2) two members. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than (1) one member.

The original Board of Directors shall consist of the following:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Bill Cheverie	658 N.E. 6th Ct. Bldg. 4, Apt. C Boynton Beach, Fl. 33435	Board/Chairman
Carol-Ann Tyrrell	658 N.E. 6th Ct. Bldg. 4, Apt. C Boynton Beach, Fl. 33435	Director

ARTICLE VII

Incorporator

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Lee Hendelson	2845 No. Military Trl., Ste. 15 West Palm Beach, Florida 33409	NONE

ARTICLES VIII

Officers

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Bill Cheverie	658 N.E. 6th Ct. Bldg. 4, Apt. C Boynton Beach, Fl. 33435	Vice President/ Treasurer
Carol-Ann Tyrrell	658 N.E. 6th Ct. Bldg. 4, Apt. C Boynton Beach, Fl. 33435	President/Secretary

ARTICLE IX

Incorporation

The name and address of the person signing these Articles of Incorporation is Lee Hendelson, 2845 No. Military Trail, #15, West Palm Beach, Florida, the Registered Agent for this Corporation.
33409

ARTICLE X

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Shareholders Preemptive Rights

Each stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligations that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes or to which is pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

ARTICLE XII

Management of Corporation by Shareholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE XIII

Director's Residency and Compensation

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or By-Laws.

ARTICLE XIV

Meetings by Conference Telephone

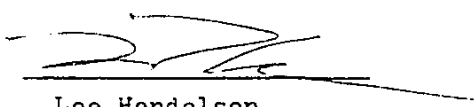
Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XV

Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 15 day of NOV, A.D., 1947


Lee Hendelson

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this ^{5th} ~~15th~~ day of May 1995,
personally appeared before me, LEE HENDELSON and he acknowledged
before me that he executed the foregoing Articles of Incorporation
for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal in the County and State aforesaid on the date first above
written.



Notary Public, State of Florida At Large
My Commission Expires:



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

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

FIRST: That, Worth Watching, 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 West Palm Beach, County of Palm Beach, State of Florida, has
named LEE HENDELSON located at 2845 No. Military Trail, #15, West Palm Beach
Florida, as its Agent to accept service of process for the Corporation
within this State.

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

Lee Hendelson

FILED
95 MAY 10 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA