

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL. 32314

Dear Sir:

Also enclosed is a check in the amount of \$122.50 for costs to incorporate.

Please process documents accordingly.

Sincerely,

Michael A. Cuthers

FOR M. A. ATTORNEYS & ASSOCIATES

ARTICLES OF INCORPORATION  
for  
CARIB AMERICA VOICE NEWS INC.

RECEIVED  
MAY 22 11 38 18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Carib America Voice News Inc., and the initial address of this corporation shall be, 1055 NW 183rd Street, Miami, FL 33169.

ARTICLE II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share Stock	Class of Stock
500	1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

#### ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V

The initial registered office of this corporation shall be at 1055 NW 183 rd Street, Miami, FL 33169, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Brian McCulloch.

#### ARTICLE VI

This corporation shall have ~~1~~ directors initially. The name and street address of the initial directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Brian McCulloch, President/Executive Director  
1055 NW 183rd Street,  
Miami, FL 33169

Clive Clough, Vice Pres./Marketing Director  
1055 NW 183rd Street,  
Miami, FL 33169

*CALVIN BROWN, DIRECTOR  
1055 NW 183RD STREET  
MIAMI, FL 33169*

Sidney Mitchell, 2nd Vice President  
18841 NW 28th Ave,  
Miami, FL 33056

*KEITH MCCULLOCK, DIRECTOR  
696 N.E. 67TH STREET  
MIAMI, FL 33138*

*HOPIE ROBINSON*  
Director  
1055 NW 183rd Street,  
Miami, FL 33169

Fritzroy Jackson, Director  
1055 NW 183rd Street,  
Miami, FL 33169

Vivia Palmer, Secretary/*Treas.* Ron Hamilton,  
1055 NW 183rd Street, 2696 NW 31st Avenue  
Miami, FL 33169 Ft. Lauderdale, FL 33311

*SENIOR VICE PRES.*

#### ARTICLE VII

The name and address of the incorporator is Brian McCulloch, 1055 NW 183rd Street, Miami, FL 33169.

#### ARTICLE VIII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may peculiarly or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

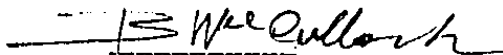
#### ARTICLE IX

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

#### ARTICLE X

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct



Brian McCulloch

STATE OF FLORIDA       )  
                                  )   SS:

COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared Brian McCulloch, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the state and country aforesaid  
of May, 1995.

*Lynn McGregory*



State of Florida at Large

My commission expires:

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF

Pursuant to Florida Statutes Sections 48.091 and 607.501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
registered office as indicated in the Articles of Incorporation at 1055 NW 183rd  
Street, Miami, Florida has named located at the aforesaid address, as its Registered Agent  
to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to Accept service of process for the above stated  
corporation at the place designated in this certificate, and being familiar with the  
obligations of that position, I hereby accept to act in this capacity, and agree to comply  
with the provisions of FL Law in keeping open said office.

A handwritten signature in black ink, appearing to read "Brian McCulloch", written over a horizontal line.

Brian McCulloch

COMM. EXPIRES MAY 22, 1995  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

In compliance with the laws of Florida, the following is submitted:

First, that Carib America Voice News, desiring to organize under the laws of the  
State of Florida, has named Brian McCulloch of 1055 NW 183rd Street, Ft., County of  
Dade, State of Florida its statutory Registered Agent.

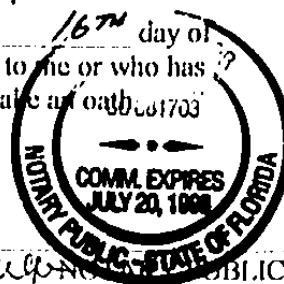
Having been named the statutory Registered Agent of the above corporation at the  
place designated in this certificate, I hereby accept the same and agree to act in this  
capacity, and agree to comply with the provisions of Florida law relative to keeping the  
registered office open, and I accept the obligations of section 607.325 F.S.

Brian McCulloch

Registered Agent

DATED: This 16<sup>TH</sup> day of MAY  
1995

The foregoing instrument was acknowledged before me this 16<sup>TH</sup> day of  
MAY 1995 by BRIAN McCulloch who is personally known to me or who has  
produced PASSPORT as identification and who did not take an oath.



My commission expires: