

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



P95000049077
DEPT. OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 624607 140919A

AUTHORIZATION :

COST LIMIT : \$ 70.00

EFFECTIVE DATE
JUN 17 1995

ORDER DATE : June 22, 1995

ORDER TIME : 11:15 AM

ORDER NO. : 624607

CUSTOMER NO: 140919A

600001520796

CUSTOMER: Mr. Fredric Bernstein
MR. FREDRICK BERNSTEIN

P. O. Box 337

Hallandale, FL 33008

DOMESTIC FILING

NAME: END TV, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

FILED
95 JUN 22 AM 10:15
TALLAHASSEE, FL

JUN 23 1995 BSB

ARTICLES OF INCORPORATION

FILED
95 JUN 22 AM 10:15
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is End TV, Inc.

EFFECTIVE DATE
JUN 17 1995

ARTICLE TWO

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is June 17, 1995.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of a producing and developing television programing, radio, all aspects of the music business, record lables, sales, distribution, manufacturing, all aspects of the entertainment business, all areas of computer on line development, CD Rom, all related real estate business..
2. To transact any other lawful business for which may be formed and allowed to do under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 500,000 such shares shall be of a single class, and shall have a par value of \$.01 per share.

ARTICLE FIVE

The street address of the initial registered office and the principal office of the corporation is 1909 Harrison St. #109, Hollywood, FI 33020 and the name of its initial registered agent at such address is Fred Bernstein. His signature as an incorporator accepts the designation as registered agent.

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is three. The names and address of each person who is to serve as a member of the initial board of directors is:

Kathie G. Noller

OF

P.O. Box 337
Hallandale, FI 33008

Fredric Bernstein

OF

P.O. Box 337
Hallandale, Fl 33008

Richard Kahn

OF

2301 Collins Ave., #A-1440
Miami Beach, Fl 33139

ARTICLE SEVEN

The name and address of each incorporator:

Kathie G. Noller, Trustee

OF

P.O. Box 337
Hallandale, Fl 33008

ARTICLE EIGHT

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase 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, 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 the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property or leases thereof; or

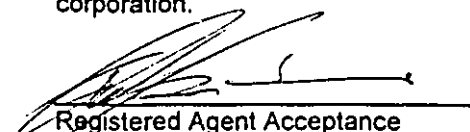
2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe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

ARTICLE NINE

The affirmative vote of all shares of the corporation represented at a meeting which a quorum is present shall be required to amend these Articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any other corporation, or sell, lease, or convey all or substantially all of the corporation, or voluntarily to dissolve, liquidate or wind up its affairs.

ARTICLE TEN

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Registered Agent Acceptance

ARTICLE ELEVEN

The effective date of the corporate existence shall be on June 17, 1995.

Executed by the undersigned at Broward County, Florida on June ____, 1995.


Kathie G. Noller, Trustee Incorporator

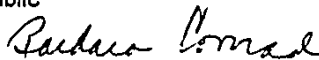
State of Florida

Broward County

The fore instrument was acknowledged before me this 21 day of June, 1995.

My Commission expires: 7.25.97

Notary Public



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