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LAW OFFICES OF

Kathy Hamilton

210 SOUTH BAYSHORE DRIVE
COCONUT GROVE, FLORIDA 33133

TELEPHONE
(305) 856 6300

August 3, 1995

Secretary, State of Florida
Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

8000001554818
-100708205 -0010 2--011
****122.50 ****122.50

RE: Incorporation of USA Television Production & Advertising, Inc.

Dear Sir:

Please find enclosed the original articles of in-incorporation of USA Television Productions & Advertising, Inc., for filing along with a certificate designating the resident agent.

Also, please find enclosed our check in the amount of \$122.50, allocated as follows:

- | | | |
|----|---|---------|
| 1. | Filing fee for Florida Profit Corporation | \$35.00 |
| 2. | Certificate Designating Resident Agent | \$35.00 |
| 3. | Certified copy of articles | \$52.00 |

If there is a problem with these articles, please call us collect at the above number. Please send a certified copy of the articles to my office noted above.

Sincerely yours,

Kathy Hamilton
KATHY HAMILTON, ESQ.

KH:ec

encls.

*Called Kathy
address updated as
1871*

*SN
8/9/95*

TALLAHASSEE, FLORIDA

05 AUG - 7 AM 11:05

FILED

ARTICLES OF INCORPORATION

FILED

95 AUG -7 AM 11:05

THIS IS TO CERTIFY that we, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purposes of becoming a corporation under the Chapter 607 of the Florida Statutes authorizing the formation of corporations, TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be :

USA TELEVISION PRODUCTION & ADVERTISING, INC.

ARTICLE II

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE III

It shall have authority to issue 1,000 shares, all of one class, \$1.00 par value.

ARTICLE IV

The corporation shall begin with commence business with not less than \$1,000.00 cash.

ARTICLE V

The period of its duration is perpetual.

ARTICLE VI

The address of its principal office is:

1871 Coral Way
Suite 201
Coral Gables, Florida 33134

ARTICLE VII

The number of directors constituting its board of directors is two, who names and addresses is:

Julio Diaz
1871 Coral Way
Suite 201
Coral Gables, Florida 33134

Luz Diaz
1871 Coral Way
Suite 201
Coral Gables, Florida 33134

ARTICLE VIII

The name and address of the subscriber is:

Julio Diaz
1871 Coral Way
Suite 201
Coral Gables, Florida 33134

ARTICLE IX

Permanent agent and address for the corporation is:

Julio Diaz
1871 Coral Way
Suite 201
Coral Gables, Florida 33134

ARTICLE X

Shareholders shall be entitled to preemptive rights.

ARTICLE X

The private property of the stockholders, officers, and directors shall not be subject to the payment of the obligations of the corporation to any extent.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this ____
day of 18-3-, 1995.

L. L. C. D. -
JULIO DIAZ

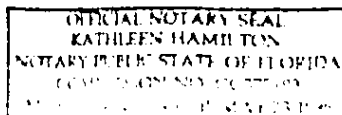
STATE OF FLORIDA)

SS.

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JULIO DIAZ, personally known to be the person described in and whom subscribed the above articles of incorporation, and he did freely and voluntarily acknowledge before me according to law he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in said County and State this 3rd day of August, 1995.



Kathleen Hamilton
Notary Public
State of Florida at Large

My commission expires:

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

In Compliance with Section 48.091, Florida Statutes, the Following is Submitted:

That USA TELEVISION PRODUCTION & ADVERTISING, INC.

Desiring to organize or qualify under the Law of the State of Florida, with its
principal place of business at City of Miami, State of Florida, has named

**JULIO DIAZ
1871 Coral Way
Suite 201
Coral Gables, Florida 33134**

as its Agent to accept Service of Process within Florida.

Signature: LLC-D-

Title: Resident Agent

Date: 8-3-95

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: LLC-D-

Date: 8-3-95

FILED
33 AUG -7 AM 11:06
TALLAHASSEE, FLORIDA