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TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIGUEZ
FAX: (904) 922-4000 PHONE: (305) 672-0686
FAX: (305) 672-9110

((H95000009435)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: RARCAR TELEVISION CORP.
FAX AUDIT NUMBER: H95000009435 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/25/1995 TIME REQUESTED: 12:01:01
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
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Articles of Incorporation
of
Barcar Television Corp.

Article I. Name

The name of this Florida corporation is:
Barcar Television Corp.

Article II. Address

The mailing address of the Corporation is:
Barcar Television Corp.
c/o Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Complete Corporate Services Inc.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

H95000009435

Jorge Lopez FL Bar Member 0582328
Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126
305-267-9200 • Fax 305-267-5155

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TALLAHASSEE, FLORIDA

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The names of each initial member of the Corporation's Board of Directors is:

Juan Pablo Carpenter
Oswaldo Javier Barzalano

Article V. Incorporator

The name and address of the incorporator is:

Jorge Lopez
Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of August 25, 1995

The authorized representative of the incorporator executed these Articles of Incorporation on August 25, 1995

Jorge Lopez

Jorge Lopez FL Bar Member 0682328
Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126
305-267-8200 • Fax 305-287-8155

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08/25/1995 17:32 305-672-9110

CORP CREATIONS

PAGE 0-1

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CORP CREATIONS

PAGE 04

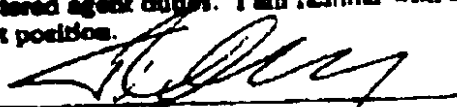
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Barca Television Corp.

REGISTERED AGENT:
Complete Corporate Services Inc.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Complete Corporate Services Inc.

Date: August 25, 1995

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Jorge Lopez FL Bar Member 0582328
Sandler Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126
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8/31/95 FLORIDA DIVISION OF CORPORATIONS 10:58 AM
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(((H95000009689))) ELECTRONIC FILING COVER SHEET
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409 EAST GAINES STREET MIAMI BEACH FL 33139-0000
TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIGUEZ
FAX: (904) 922-4000 PHONE: (305) 672-0686
FAX: (305) 672-9110
(((H95000009689))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: NARCAR TELEVISION CORP.
FAX AUDIT NUMBER: H95000009689 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/31/1995 TIME REQUESTED: 10:57:55
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Articles of Amendment
Changing Corporate Name from
Barcar Television Corp.

Article I. Name

The name of this Florida corporation is Barcar Television Corp.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Barcar Television Corp. to BTO T.V. Corporation

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on August 31, 1995.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned representative of the Corporation executed these Articles of Amendment on August 31, 1995.

Barcar Television Corp.

By: Joseph P. Malt
Its: Assistant Secretary

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