

P96000001007

Charter Number only

1/3/96 Maria Angelica

KNIGHTSbridge Consultants

Requestor's Name
155 S. MIAMI AVE PH-1

Address
MIAMI FLORIDA 33130

City State ZIP Phone

539-1029A

VALIDATION ONLY

FILED
96 JAN -4 PM 2:33
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

EFFECTIVE DATE
1-2-96

CORPORATION(S) NAME

TREASURE COAST Interactive TV CORP.



FLORIDA DEPARTMENT OF BANKING AND FINANCE
Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reservation	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> After 4:30	<input type="checkbox"/> Mail Out	

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED
COPY

EFFECTIVE DATE
1-2-96

ARTICLES OF INCORPORATION OF TREASURE COAST INTERACTIVE TV CORP.

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TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the Corporation) is **TREASURE COAST INTERACTIVE TV CORP.**

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purposes for which the Corporation is initially organized, which shall continue to be the purposes of the Corporation until and unless the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, is to have all of the powers conferred upon corporations organized under the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000 all of which are of no par value and are of the same class and are to be common shares.

FIFTH: Every shareholder of the Corporation shall have the right to acquire any unissued or treasury shares of the Corporation convertible into or carrying a right to subscribe to or acquire shares, to the extent of his pro rata interest, at the price and upon the terms at which such shares or securities may be offered to others.

SIXTH: The address of the initial registered agent of the Corporation in the State of Florida is 155 South Miami Avenue, PH-One, Miami, Florida 33130 and the name of the initial registered agent of the Corporation at such address is Genilde Guerra. The corporation's principal office and mailing address is 155 South Miami Avenue, PH-One, Miami, Florida 33130.

SEVENTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1) which may be increased by the bylaws.

EIGHT: The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Genilde Guerra	155 South Miami Avenue, PH-One Miami, Florida 33130

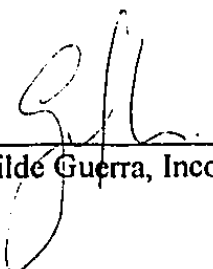
NINTH: 1. Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida General Corporation Act.

2. The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

TENTH: The corporate existence of the Corporation shall commence as of **JANUARY 2ND, 1996.**

ELEVENTH: In all elections of directors of this corporation, each shareholder of record shall be entitled to as many votes as shall equal the number of votes which, except for this provision as to cumulative voting, he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

Signed on Dec. 24th., 1995.

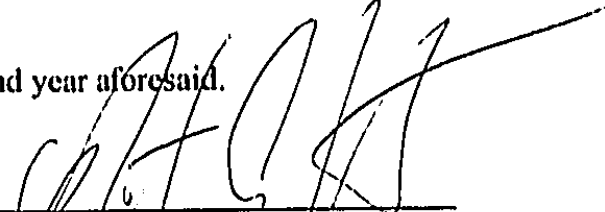


Genilde Guerra, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

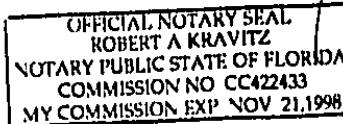
On this 24 day of December, 1995 before me, a Notary Public in and for the state and county aforesaid, personally appeared Genilde Guerra who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of TREASURE COAST INTERACTIVE TV CORP. and who duly acknowledged to me that she signed said Articles of Incorporation as the incorporator of said Corporation.

Witness my hand and seal of office on the day and year aforesaid.



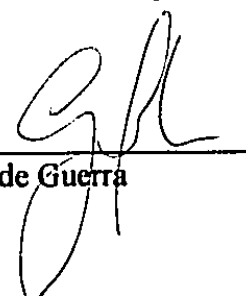
Notary Public, State of Florida at Large

[Notarial Seal]
My Commission Expires:



Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.



Genilde Guerra

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA