

**KEVIN R. DEGNAN**  
Attorney at Law

Office Address  
339 S.W. 30th Terrace  
Deerfield Beach, FL 33442  
Office 305-421-7429

Mailing Address  
P.O. Box 1046  
Deerfield Beach, FL 33443  
Fax 305-429-3624

**P96000001557**

Date: December 27, 1995

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32301

If by Fed Ex to:  
409 East Gains Street  
Tallahassee, FL 32301  
(904)488-9000

Dear Sirs:

Please find enclosed a copy of the articles of incorporation of CHANNEL ADVERTISING & MARKETING, INC., a corporation to be established pursuant to the laws of the State of Florida.

Please file the articles and return a certified copy thereof to the above address.

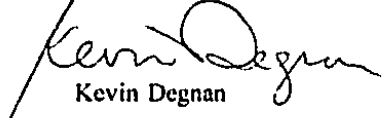
A check for \$122.50 has been enclosed to cover the following:

Filing	\$35.00
Certified Copy	\$2.50
Designation/Registered Agent	\$5.00

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Thanks for your attention to this matter.

Sincerely,

  
Kevin Degnan

1/5/96

ARTICLES OF INCORPORATION

CHANNEL ADVERTISING & MARKETING, INC.

BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

ARTICLE 1

The name of the corporation is CHANNEL ADVERTISING & MARKETING, INC.

ARTICLE 2

The corporation shall exist perpetually.

ARTICLE 3

The purpose of this corporation is to transact any or all lawfull businesses for which corporations may be incorporated under Chapter 607 Florida Statutes.

ARTICLE 4

This corporation is authorized to issue 300 shares of common stock of a par value of One Dollar (\$1) per share.

ARTICLE 5

The corporation is to commence existence on January 2, 1996.

ARTICLE 6

The name and address of the incorporator is Deeb George, III of 347 SW 30th Terrace, Deerfield Beach, FL 33442.

ARTICLE 7

This corporation shall have one director initially. This number shall be fixed by the Bylaws and may be changed from time to time. The name and address of said director is: Deeb George, III of 347 SW 30th Terrace, Deerfield Beach, FL 33442. He shall hold office until the first annual meeting of stockholders.

95 DEC 29  
FILED  
CLERK OF DISTRICT COURT  
JULIA A. BROWN, CLERK  
TALLAHASSEE, FLORIDA

ARTICLE 8


The name and address of the first president and treasurer of the corporation is Deeb George, III of 347 SW 30th Terrace, Deerfield Beach, FL 33442. The name and address of the first secretary is Rick George, 3800 Galt Ocean Drive, #712, Fort Lauderdale, FL 33308.

ARTICLE 9

The principal place of business of the corporation is 347 SW 30th Terrace, Deerfield Beach, FL 33442.

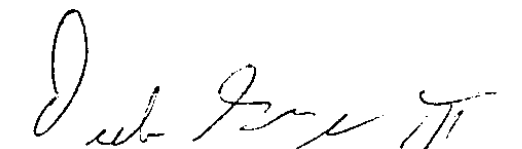
ARTICLE 10

The initial registered agent for this corporation is Deeb George, III, and the initial registered office is located at 347 SW 30th Terrace, Deerfield Beach, FL 33442.

  
Deeb George, III, Incorporator

95 DEC 29 11 00 AM '95  
FIDELITY & SECURITY  
INCORPORATION  
FLORIDA

CONSENT OF REGISTERED AGENT: HAVING BEEN NAMED as the registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation.

  
Deeb George, III

P960000001557

Office Address  
339 S.W. 30th Terrace  
Deerfield Beach, FL 33442  
Office 305 421-7429

Mailing Address  
P.O. Box 1046  
Deerfield Beach, FL 33443  
Fax 305 429-3624

Date: February 26, 1997

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32301

If by Fed Ex to:  
409 East Gains Street  
Tallahassee, FL 32301  
(904) 488-9000

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sirs:

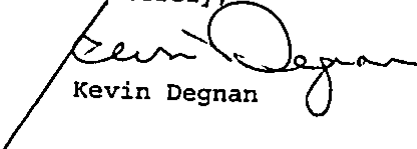
Please find enclosed a copy of the articles of dissolution of  
CHANNEL ADVERTISING & MARKETING, INC.

Please file the articles.

A check for \$35.00 has been enclosed to cover filing.

Thanks for your attention to this matter.

Sincerely,

  
Kevin Degnan

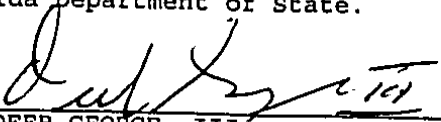
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TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION  
CHANNEL ADVERTISING & MARKETING, INC.

BY THESE ARTICLES OF DISSOLUTION, the undersigned, member of the Board of Directors and shareholder of CHANNEL ADVERTISING & MARKETING, INC., a Florida corporation, hereby dissolves said corporation.

1. The name of the corporation is CHANNEL ADVERTISING & MARKETING, INC.
2. The Articles of Incorporation of CHANNEL ADVERTISING & MARKETING, INC., were filed with the Florida Department of State on 1/2/96 and assigned document number P96000001557.
3. The dissolution of CHANNEL ADVERTISING & MARKETING, INC., was authorized on the 26 day of FEBRUARY, 1997.
4. The dissolution was upon the recommendation of the Board of Directors of CHANNEL ADVERTISING & MARKETING, INC. and was approved by the shareholders of the corporation unanimously. (The number of votes cast for dissolution was sufficient for approval.)
5. Voting by voting groups was not required.
6. The effective date of these articles of dissolution shall be upon filing hereof with the Florida Department of State.

  
DEEB GEORGE, III  
President

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TALLAHASSEE, FLORIDA