

P96 0000 14089

WALTER B. LEBOWITZ
12555 Biscayne Blvd, Suite 924
MIAMI, FLORIDA 33181
Phone (305) 893-0000
Fax: (305) 893-0007

February 7, 1996

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

FILED
95 FEB 12 AM 9:03
TALLAHASSEE, FLORIDA
100001512421
-02/12/96--01064--002
*****70.00 *****70.00

Re: T. V. RATES AND AVAILS, INC.

Gentleman:

Enclosed please find my Check in the sum of \$70.00 for payment of the filing fee and registered agent's fee for the above new corporation.

Please mail me the enclosed copy after you stamp and date the same showing when it was filed for record.

I CALLED FOR NAME AVAILABILITY PRIOR TO MAILING THIS CORPORATION AND WAS TOLD THIS NAME WAS AVAILABLE. IF IT IS NOT OR If you have any question regarding the above, please call me at (305) 893-0000.

I will accept a collect call if necessary.

Thank you for your cooperation.

Yours very truly,


Walter B. Lebowitz

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F. CHESSEY FEB 15 1996

ARTICLES OF INCORPORATION OF
TV RATES AND AVAILS, INC.

ARTICLE I - NAME

The name of the Corporation is: TV RATES AND AVAILS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business, especially anything concerning advertising and promotion, Electronic Publishing, Internet, On Line Service, & World Wide Web.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock, at one cent (\$.001) par value, per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is: 805 S. W. 122 Ave., Suite 141, Miami, Fl 33184, and the name of the initial registered agent of this corporation at that address is, JOSEPH TAUSCH, III.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1), Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The names and addresses of the initial Board of Directors of this corporation is/are:

NAME

ADDRESS

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FLORIDA

JOSEPH F. TAUSCH, III, 540 S. W. 119th Ave, Miami, FL 33184.
President/Sect/Treas/Director

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles
are:

NAME	ADDRESS
JOSEPH F. TAUSCH, III, 540 S. W. 119th Ave, Miami, FL 33184. President/Director	

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or
any former officer or director, to the full extent permitted by
law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any
provision contained in these Articles of Incorporation, or any
amendment hereto, and any right conferred upon the shareholders
is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation this 7th day of February, 1996.

Joseph F Tausch III
Subscriber

Subscriber

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

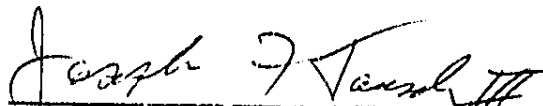
JOSEPH F. TAUSCH, III HAVING A BUSINESS OFFICE at 805 S. W.
122 Avenue, Suite 141, Miami, FL 33184 and, having been designated
as the Registered Agent in the above and foregoing Articles, is
familiar with and accepts the obligations of the position of
Registered Agent under Section 607.0505, Florida Statutes.

Joseph F. Tausch III
JOSEPH F. TAUSCH, III

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TALLAHASSEE, FLORIDA

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JOSEPH F. TAUSCH III

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TALLAHASSEE, FLORIDA