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JIVISION OF CORPORATION

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ORDER DATE : February 23, 1996	
ORDER TIME : 3:16 PM	
ORDER NO. : 857295	
CUSTOMER NO: 7105307	500001723636
CUSTOMER: Mr. Fred Buckley MR. FRED BUCKLEY	
2263 N.w. 2nd Avenue #211	
Boca Raton, FL 33431	
DOMESTIC FILING	SEC
MAME: HIT TV, INC.	FILED FEB 26 PH 3: 56 CRETVAY OF STATE LAHASSEE, FLORIDA
EFFECTIVE DATE:	
ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP	
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	
CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING	- 11
CONTACT PERSON: Carina L. Dunlap EXAMINER'S INITIALS:	SAB

FILED 96 FEB 26 PM 3-56

ARTICLES OF INCORPORATION

SECRETARY OF STATE TALLAHASSEE, FLORIDA

OF

HIT TV, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HIT TV, INC.

The address of the principal office of this corporation shall be 2263 Northwest Second Avenue, #211, Boca Raton, Florida, 33431, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or bus...ss permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Fred Buckley 2263 Northwest Second Avenue, #211

Boca Raton, Florida 33431

Corinne Buckley 2263 Northwest Second Avenue, #211

Boca Raton, Florida 33431

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc. 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on February 23, 1996.

Its Agent, Laura R. Dunlap Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, 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.

By:

Its Agent, Laura R. Dunlap

Authorized Service Representative Corporation Service Company

CLD

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SECRETARY OF STATE