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FLORIDA DIVISION OF CORPORATIONS
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FIRM: IMAGE CORPORATION
1492 W. PALMER ST
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MIAMI, FL 33135
CONTACT: BOB STONIMON
PHONE: (305) 541-3694
FAX: (305) 541-3770

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NAME: IMAGE TELEVISION, INC.

FAX AUDIT NUMBER: H96000003770

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 18, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: IMAGE TELEVISION, INC.
REF: W96000005751

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ARTICLES OF INCORPORATION

OF

IMAGE TELEVISION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be:

IMAGE TELEVISION, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6862 Southwest 72nd Avenue
Miami, Florida 33155

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares at \$5.00 per share.

PREPARED BY:

R. ALLAN FOCKER, ESQUIRE
3802 Tyler Street
Hollywood, Florida 33021
Telephone: (305) 981-7171
Florida Bar Number 129842

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ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:
JEAN PIERRE BOCCARA
 4862 Southwest 72nd Avenue
 Miami, Florida 33155

ARTICLE V. INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
JEAN PIERRE BOCCARA	4862 Southwest 72nd Avenue Miami, Florida 33155

ARTICLE VI. INITIAL OFFICERS

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

PRESIDENT: JEAN PIERRE BOCCARA-4862 Southwest 72nd Avenue
VICE PRESIDENT: NONE
SECRETARY: JEAN PIERRE BOCCARA-4862 Southwest 72nd Avenue
TREASURER: NONE
Miami, Florida 33155

The undersigned has executed these Articles of Incorporation this 13 day of March, 1996.

X 
JEAN PIERRE BOCCARA

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 807.0801, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: _____
IMAGE TELEVISION, INC.

2. The name and address of the registered agent and office is:

JEAN PIERRE BOCCARA
(NAME)
4662 Southwest 72nd Avenue
(P.O. BOX NOT ACCEPTABLE)
Miami, Florida 33155
(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SIGNATURE X JEAN PIERRE BOCCARA
TITLE PRESIDENT
DATE MARCH 13, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE X JEAN PIERRE BOCCARA
DATE MARCH 13, 1996

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