

P960000 31071

SAMUEL H. SIMKIN
5728 Major Boulevard, Suite 601
Orlando, Florida 32819
(407) 345-1373

FILED
MAR 29 1996
TALLAHASSEE, FLORIDA

March 28, 1996

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-04/04/96-01061--018
*****70.00 *****70.00

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

Re: SUCCESS TELEVISION, INC.

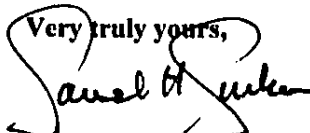
Sir or Madam:

Enclosed are the executed original and one copy of the Articles of Incorporation for the above-referenced proposed Florida corporation. Also enclosed is a check in the amount of \$70.00, representing the fees for filing the Articles of Incorporation. Please forward a stamped copy of the Articles to:

Samuel H. Simkin
Success Television, Inc.
5728 Major Blvd., Suite 601
Orlando, FL 32819

Thank you for your assistance in this matter.

Very truly yours,



Samuel H. Simkin

Enc.

F. CHESSEB. APR 10 1996.

6 CHESSEB. 1 1996

ARTICLES OF INCORPORATION
Of
SUCCESS TELEVISION, INC.

FILED
55 APR -4 PM 6:15
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is **SUCCESS TELEVISION, INC.**

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is:

**5728 MAJOR BOULEVARD
SUITE 601
ORLANDO, FLORIDA 32819**

ARTICLE III. CAPITAL STOCK.

The number of shares of stock this corporation is authorized to have outstanding at any one time is **Ten Thousand (10,000) Shares** having no par value.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent of the corporation is:

**Samuel H. Simkin
5728 Major Boulevard, Suite 601
Orlando, Florida 32819**

ARTICLE V. INCORPORATORS.

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

**Samuel H. Simkin
5728 Major Boulevard, Suite 601
Orlando, Florida 32819**

ARTICLE VI. INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the initial Board of Directors and
the Officers of the corporation are as follows:

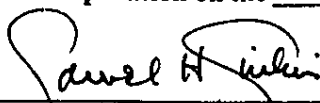
Board of Directors:

Amanda N. Arnold	5728 Major Blvd., Suite 601, Orlando, FL 32819
Samuel H. Simkin	5728 Major Blvd., Suite 601, Orlando, FL 32819

Officers:

Amanda N. Arnold, President and Treasurer	5728 Major Blvd., Suite 601, Orlando, FL 32819
Samuel H. Simkin, Vice President and Secretary	5728 Major Blvd, Suite 601, Orlando, FL 32819

The undersigned has executed these Articles of Incorporation on the 28th day of March, 1996.



Samuel H. Simkin, Incorporator

**DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT**

FILED
96 APR -4 PM 8:15
TALLAHASSEE, FLORIDA

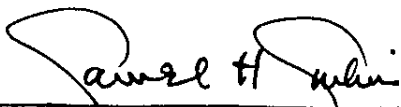
Pursuant to the provisions of F.S. 607.0501, the referenced corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is: **SUCCESS TELEVISION, INC.**
2. The name of the registered agent is: **SAMUEL H. SIMKIN**
3. The address of the registered agent/ registered office is:

5728 MAJOR BLVD., SUITE 601, ORLANDO, FL 32819

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND DESIGNATED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, 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.



SAMUEL H. SIMKIN

DATE: March 28, 1996

P96000031071

Boyd, Munns & Munns
Attorneys and Counselors at Law

BRUCE M. BOYD
NANCY F. MUNNS
RULON D. MUNNS
NATHAN H. WATERS
MARY E. WAITE
MAUREEN A. BELL
SCOTT D. ALFANDERO
PATRICIA L. DAUGHERTY
RICHARD E. WHITAKER
TODD E. GIBBLAND
NUSBAU PIPER ALLAN
MANN E. WALKER
PAMELA ROBINSON CLARK
LISA A. ESPINOSA
MICHAEL W. UDOVICHENKO
JAMES R. FLAUG
LORICIA M. DIAZ, PH.D.
* RETIRED

770 DELTONA BOULEVARD
SUITE C
DELTONA, FLORIDA 32725
TELEPHONE (407) 880-5200
FAX (407) 880-0701

233 NORTH BERMUDA AVENUE
KISSIMEE, FLORIDA 34741
TELEPHONE (407) 870-1919
FAX (407) 870-2419

200 NORTH ORANGE AVENUE
ELEVENTH FLOOR
POST OFFICE BOX 2807
ORLANDO, FLORIDA 32802
TELEPHONE (407) 425-1814
FAX (407) 548-5489

REPLY TO:
P.O. BOX 2807
ORLANDO, FLORIDA 32802

2215 S.E. FT. KING STREET
OCALA, FLORIDA 34471
TELEPHONE (352) 690-7400
FAX (352) 629-9508

106 JULIA STREET
TITUSVILLE, FLORIDA 32796
TELEPHONE (407) 264-1900
FAX (407) 266-1624

LEGAL ASSISTANTS

FRANKINA BOYKIN
DAVIDA MURRAY
DAVID S. GURRISH
JULIA GORDON-TIGHE
KAREN L. SMITH
SHONDA L. SMITH
INVESTIGATOR
JIM RAHINE

FILED
OCT 22 1996
PH 2:59
TALLAHASSEE, FLORIDA

October 18, 1996

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

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*****\$7.50 *****\$7.50

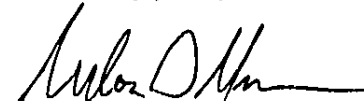
Re: Filing Articles of Amendment to Articles of Incorporation of Success Television, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of Articles of Amendment to Articles of Incorporation of Success Television, Inc. and a check in the amount of \$87.50 for filing of same (\$35.00) and request that a certified copy (\$52.50) be returned to this office in the enclosed, stamped, self-addressed envelope.

Should you have any questions, please do not hesitate to call.

Sincerely yours,


Rulon D. Munns

c:\my documents\word\clients\arnold\secretary of st. ltr.doc
Enclosures
cc: Ms. Amanda Arnold

Amend

VS OCT 24 1996

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
SUCCESS TELEVISION, INC.**

FILED
96 OCT 21 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the above corporation adopts the following Articles of Amendment to its Articles of Incorporation:

Article IV. INITIAL REGISTERED AGENT AND OFFICE

Pursuant to the Statemont attached hereto and incorporated herein by reference, the name and address of the registered agent of the corporation is changed to:

Amanda N. Arnold
5728 Major Boulevard, Suite 601
Orlando, Fl. 32819

ARTICLE VI. INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the Board of Directors and
the Officers of the corporation are hereby changed as follows:

Board of Directors:

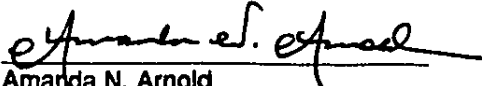
Amanda N. Arnold	5728 Major Blvd., Suite 601 Orlando, FL 32819
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Officers:

Amanda N. Arnold	5728 Major Blvd., Suite 601
President and	Orlando, FL 32819
Secretary/Treasurer	

The above Amendment was adopted by the sole member of the Board of Directors without shareholder action and no shareholder action is required.

Executed this 10 day of October, 1996.


Amanda N. Arnold
President and Sole Member of
Board of Directors

STATEMENT

Pursuant to the provisions of Section 607.0502, 617.0502, 60007.1500008 or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement:

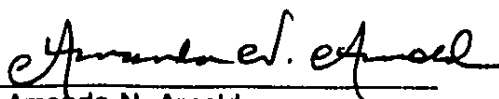
1. The name of the corporation is **SUCCESS TELEVISION, INC.**
2. The mailing address of the corporation is 5728 Major Boulevard, Suite 601, Orlando, Florida 32819.
3. Date of Incorporation: April 4, 1996.
4. The name and address of the current Registered Agent and office:

Samuel H. Simkin
5728 Major Blvd., Suite 601
Orlando, Florida 32819

5. The name and address of the new Registered Agent and office is set forth in the Articles of Amendment to Articles of Incorporation attached hereto.

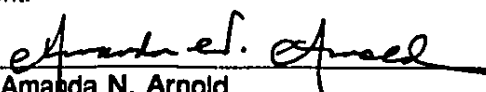
Date: 10/10/96

SUCCESS TELEVISION, INC.

By: 
Amanda N. Arnold
Its: President

Having been named as Registered Agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Date: 10/10/96


Amanda N. Arnold
Registered Agent