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MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.

JAMES L. ADE  
LYNDA R. AYCOCK  
W. G. BIRCHFIELD  
TIMOTHY A. BURLINCH  
CHARLES L. CRANFORD  
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ROBERT D. MICKLER  
JOHN D. MILTON, JR.  
DANIEL B. MUNN, JR.  
SCOTT D. SCHILDSBERG  
DARYL L. WILKINSON  
L. PETER JOHNSON (1842-1988)

May 2, 1996

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
P.O. Box 6327  
Tallahassee, FL 32301

800001812228  
-05/07/96--01163--008  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Auction Radio Network, Inc.

Dear Sir:

Enclosed please find the following:

1. An original and one photocopy of the Articles of Incorporation of Auction Radio Network, Inc.; and
2. Our firm's check in the amount of \$122.50 to cover the filing and certification fees.

Please file the Articles of Incorporation and return to us a certified copy of said Articles.

Thank you for your prompt attention to this matter.

Sincerely yours,

  
Stephen D. Halker

SDH:bjc  
Enclosures  
cc: Mr. William J. McEntee

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY -6 PM 2:29

9/5/13/96

ARTICLES OF INCORPORATION  
OF  
AUCTION RADIO NETWORK, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY -6 PM 2:29

I.

Name

The name of this corporation is Auction Radio Network, Inc.

II.

Nature of Business

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

III.

Capital Stock

This corporation is authorized to issue 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

IV.

Term of Existence

The term for which this corporation shall exist shall be perpetual, commencing on the filing of these Articles with the Secretary of State, State of Florida.

V.

Principal Office

The initial principal office and mailing address of this corporation is 400 Executive Center Drive, West Palm Beach, Florida 33401.

VI.

Initial Registered Office and Agent

The initial registered office of this corporation in the State of Florida is 400 Executive Center Drive, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is William J. McEntee. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

VII.

Initial Board of Directors

This corporation shall have three (3) directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number

of directors be reduced below one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>Address</u>
William J. McEntee	400 Executive Center Drive West Palm Beach, FL 33401
Beverly McEntee	400 Executive Center Drive West Palm Beach, FL 33401
William J. McEntee, III	400 Executive Center Drive West Palm Beach, FL 33401

VIII.

Incorporator

The name and address of the Incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
William J. McEntee	400 Executive Center Drive West Palm Beach, FL 33401

IX.

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 30th day of April, 1996.


  
\_\_\_\_\_  
WILLIAM J. MCENTEE, Incorporator

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
AUCTION RADIO NETWORK, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY -6 PM 2:29

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Auction Radio Network, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 400 Executive Center Drive, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in West Palm Beach, Palm Beach County, Florida, on this 30th day of April, 1996.

  
\_\_\_\_\_  
WILLIAM J. McEntee  
Registered Agent

LAW OFFICES

MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.

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DANIEL S. MUNN, JR.  
SCOTT S. SCHILDBERG  
DARYL L. WILKINSON  
L. PETER JOHNSON (1942-1988)

996000040627

December 17, 1996

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

600002032526--6  
-12/18/96--01064--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment to Articles of Incorporation  
of Auction Radio Network, Inc.

Gentlemen:

Please find enclosed our firm check in the amount of \$35.00  
for the filing fee for Articles of Amendment to Articles of  
Incorporation of Auction Radio Network, Inc.

Please return a date stamped copy of the Articles to me in the  
enclosed, self-addressed stamped envelope.

Thank you for your prompt attention to this matter.

Sincerely,

*Michael E. Goodbread, Jr.*  
Michael E. Goodbread, Jr.

MEGjr:bjc  
Enclosures

996000040627  
NE  
12-18-96

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

56 DEC 18 PM 1:12

APPROVED  
AND  
FILED

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
AUCTION RADIO NETWORK, INC.

1. The name of the corporation is Auction Radio Network, Inc.
2. Article 1 of the Articles of Incorporation of Auction Radio Network, Inc., a Florida corporation, is hereby amended in its entirety to read as follows:

"The name of this corporation is Radioactive Home Shopping, Inc."

3. The following amendment was unanimously adopted by written consent of all shareholders entitled to vote and all of the members of the Board of Directors of the corporation as of December 10, 1996, pursuant to section 607.1003, Florida Statutes (1995). The holders of the common shares of the corporation, the only class of shares of the corporation, constitute the only voting group entitled to vote on the amendment.

4. The foregoing amendment shall become effective upon filing with the Secretary of State of the state of Florida.

IN WITNESS WHEREOF, the undersigned officer of the aforesaid corporation has executed these Articles of Amendment this 12<sup>th</sup> day of December, 1996.

AUCTION RADIO NETWORK, INC.

By: \_\_\_\_\_

William J. McEntee  
Its President

APPROVED  
AND  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DEC 11 1996 1:12 PM