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May 14th, 1996

96 MAY 20 AM 08:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

100001032261
-05/21/96--01009--015
*****70.00 *****70.00

RE: INCORPORATION OF JAMES TV DIRECT, INC.

Dear Secretary of State:

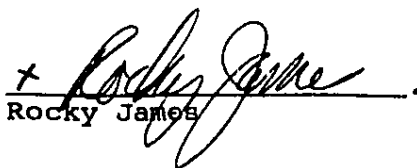
Enclosed find one original and a copy of the Articles of Corporation of **JAMES TV DIRECT, INC.** and our check made payable to the Secretary of State which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated.

Upon validation kindly mail the Articles to:

Paralegal Associates
1725 E. Commercial Blvd.
Ft. Lauderdale, FL 33334

Kindly phone at (954) 491-3412 and speak with **Mr. Aziz Nasir** if there is any question or problem.

Respectfully,

+ 
Rocky James

PH
5/28/96

**ARTICLE OF INCORPORATION
OF
JAMES TV DIRECT, INC.**

FILED
96 MAY 20 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is **JAMES TV DIRECT, INC.** The principal address of the corporation is: 6950 Cypress Rd. #209 Ft. Lauderdale, Florida 33317.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is **one hundred (100) of no par value.**

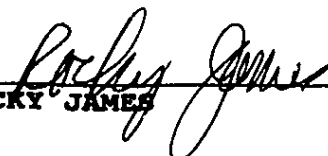
ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 6950 Cypress Rd. #209, Ft. Lauderdale, Florida 33317, and the name of its initial registered agent at such address is **ROCKY JAMES.**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

x 
ROCKY JAMES

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one (1), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name		Mailing Address
ROCKY JAMES	- President	6950 Cypress Rd. #209 Ft. Lauderdale, FL 33317

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TALLAHASSEE, FLORIDA

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
ROCKY JAMES	6950 Cypress Rd. #209 Ft. Lauderdale, FL 33317

(signed)



Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.