

ECKERT SEAMANS CHERIN & MELLOTT

~~CONFIDENTIAL~~

P960000 53177

June 19, 1996

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

U.S. DEPARTMENT OF JUSTICE
DIVISION OF INVESTIGATION
WASHINGTON, D.C. 20535

Re: GLOBAL SIMULCAST NETWORK, INC.

Dear Sir:

Enclosed is an original and two (2) copies of the Articles of Incorporation of GLOBAL SIMULCAST NETWORK, INC. and a check for \$122.50 which represents your filing fee and fee for a Certified Copy to be returned to the undersigned.

If you have any questions or require anything further, please do not hesitate to call.

Sincerely,

Elizabeth Chimpoulis

Elizabeth Chimpoulis, CLA

cc: George I. Platt, Esq.

Encls.

30247

Mr. George I. Platt

Mr. George I. Platt

Mr. George I. Platt

Mr. George I. Platt

Mr. George I. Platt

Mr. George I. Platt

Mr. George I. Platt

Mr. George I. Platt

Mr. George I. Platt

Washington, DC

ELIZABETH CHIMPOULIS
LEGAL ASSISTANT
954/ 768-5354

FILED
55 JUN 20 PM 1:20
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
GLOBAL SIMULCAST NETWORK, INC.

FILED
95 JUN 20 11 1:20
TALLAHASSEE, FLORIDA

The undersigned subscribers who being of legal age and competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt and acknowledge the following Articles of Incorporation for this Corporation:

Article I

The name of this Corporation shall be GLOBAL SIMULCAST NETWORK, INC. The principal address of this corporation shall be 101 Southwest 63rd Terrace, Suite 100, Plantation, Florida 33317.

Article II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are communication marketing services to the same extent as natural persons might or could do and specifically the Corporation may engage in any activity or business permitted under the laws of the United States and/or the State of Florida.

Article III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: \$1.00 par value, 500 shares authorized, issued and outstanding.

Said stock shall be payable in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, at such valuations as may be determined, from time to time, by the board of Directors of the Corporation.

Article IV

This corporation shall exist perpetually, unless sooner dissolved according to law,

commencing on the date of execution and acknowledgement of these Articles

Article V

The street address of the initial registered office of this Corporation is 101 Southwest 63 Terrace, Suite 100, Plantation, Florida 33317 and the name of the initial Registered Agent of this Corporation at that address is Barry Pasternak.

Article VI

The number of Directors of this Corporation shall initially be three (3). The Corporation shall be managed by the Board of Directors. The exact number of Directors may be increased or decreased, from time to time, by the Laws of the Corporation but at no time shall there be less than three (3) Directors.

The names and street addresses of the initial Directors of the Corporation, who shall hold office for the first year or until successors are elected or appointed and have qualified, shall be:

<u>Name:</u>	<u>Address:</u>
Barry Pasternak Director/President	101 SW 63 Terrace Plantation, Florida 33317
George Platt Director/Secretary	100 NE 3 Avenue Fort Lauderdale, Florida 33301
David Singerman Director/Vice President	1904 S. Ocean Drive, #TS 203 Hallandale, Florida 30009

Article VII

The name and post office address of the Subscribers and the number of shares of stock are:

<u>Name:</u>	<u>Address:</u>	<u>Shares:</u>
Barry Pasternak	101 SW 63 Terrace Plantation, Florida 33317	300

George Platt	100 NE 3 Avenue Fort Lauderdale, Florida 33301	100
David Singerman	1904 S. Ocean Drive, #TS 203 Hallandale, Florida 30009	100

Article VIII

No contract or other transaction between this corporation and any other corporation, partnership, person, or other entity and no act of any of the directors, officers, or stockholders of this corporation who are pecuniarily or otherwise interested therein, or are directors, officers or stockholders thereof shall be invalidated by virtue of said relationship. Any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director, an officer or a stockholder of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director, officer, or stockholder of such other corporation, or not so interested.

Article IV

This corporation reserves the right to name, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner now or herein prescribed by statute, and any rights conferred upon the stockholders are subject to this reservation.

The private property of the Stockholders shall not be subject to the payment of the

corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members, and upon the dividends due them, for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned, being the original Subscribers to the capital stock hereinabove named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and agreeing to take the number of shares hereinabove set forth, this 31 day of May, 1996.

[Signature]
Barry Pasternak

[Signature]
George Platt

[Signature]
David Singerman

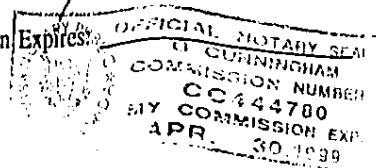
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared to me, well known to me, to be the individuals described in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at said County and State, this 31 day of May, 1996.

[Signature]
Notary Public, State of Florida

My commission Expires



Acceptance by Registered Agent

Certificate designating place of business or domicile for the Service of Process within Florida, naming Agent upon whom process may be served in compliance with §48.091, F.S., the following is submitted:

First, that Global Simulcast Network, Inc. wanting to organize or qualify under the laws of the State of Florida, with its principal place of business located in the City of Plantation, State of Florida, has named Barry Pasternak from the City of Plantation, State of Florida, as its Agent to accept Service of Process within Florida, at 101 Southwest 63 Terrace, Plantation, Florida.

Signature: [Signature]

Title: agent

Date: May 31, 1996

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: [Signature]

Date: May 31, 1996