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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TROPICAL T.V. PRODUCTION SERVICES, INC.
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**ARTICLES OF INCORPORATION
OF
TROPICAL T.V. PRODUCTION SERVICES, INC.**

The undersigned, acting as incorporator of **TROPICAL T.V. PRODUCTION SERVICES, INC.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME AND PRINCIPAL CORPORATE ADDRESS**

The name of the Corporation is:

TROPICAL T.V. PRODUCTION SERVICES, INC.

The principal corporate address of this Corporation is:

**2663 South Bayshore Drive, Suite 1206
Coconut Grove, Florida 33133**

**ARTICLE II
NATURE OF BUSINESS**

The general purpose or purposes for which this Corporation is organized is to transact any or all lawful business for which a corporation may be incorporated under Chapter 607, Florida Statutes, including but not limited to television production.

**ARTICLE III
AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 1000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV
TERM OF EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

Prepared by: Victor E. Zachs, Esq.
Address: 2663 South Bayshore Drive
Suite 1206
Miami, Florida 33133
Tel: (305) 860-9747
366382
Florida Bar#:

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ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

2665 South Bayshore Drive, Suite 1206
Miami, Florida 33133

The name of the initial registered agent of this Corporation at that address shall be:

VICTOR E. ROCHA

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one (1) director(s) initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII
DIRECTORS
NAMES AND STREET ADDRESSES

The names and street addresses of the members of the First Board of Director: who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
VICTOR E. ROCHA	2665 South Bayshore Dr. Suite 1206 Cocoanut Grove, Fl. 33133

Prepared by:	Victor E. Rocha, Esq.
Address:	2665 South Bayshore Drive Suite 1206 Miami, Florida 33133
	Tel: (305) 860-9747
Florida Bar#:	346382

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**ARTICLE VIII
INCORPORATOR**

The name and street address of the Incorporator signing these Articles of Incorporation is as follows:

NAME

VICTOR E. ROCHA

STREET ADDRESS

**2665 South Bayshore Dr.
Suite 1206
Coconut Grove, Fl. 33133**

**ARTICLE IX
SPECIAL PROVISIONS**

The Corporation shall have all corporate powers permitted under the laws of the United States and of the State of Florida. The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are adopted as part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.

3. The original incorporators of the corporation shall have the right upon its organization to assign and deliver their subscriptions of stock as set forth in Article VIII to any other person, or to firms or corporations who become subscribers to the capital stock of the Corporation. Upon acceptance of such assignment, such assignees shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and to execution of the necessary instruments of assignments.

4. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that one or more directors of the Corporation are interested in or are directors or officers of such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person, or persons, firms or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation. Each person who becomes a director of the Corporation is relieved from any liability that otherwise might exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he otherwise may

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be interested in the absence of fraud. Any director of the Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

5. The Corporation shall indemnify any and all of its present and past directors and officers and any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them has been made parties or a party by reason of having been or being directors or officers or a director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty. Such indemnification, however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1993 as amended.

6. By affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its members, the Board of Directors shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, and otherwise. In addition to the authority to establish salaries, the authority vested in the Board of Directors by this Paragraph 6 shall include the authority to establish the payment of bonuses, stock options, pensions and profit sharing plans.

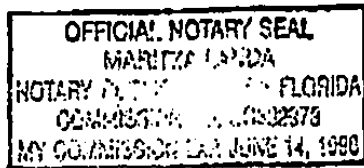
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of July, 1996.

[Signature]
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, personally appeared VICTOR E. ROCHA to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that she made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the state and county aforesaid, this 15th day of July, 1996.



[Signature]
NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE

Prepared by: Victor E. Rocha, Esq.
Address: 2663 South Bayside Drive
Suite 1206
Miami, Florida 33133
Tel: (305) 860-9747

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**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, **TROPICAL T.V. PRODUCTION SERVICES, INC.**, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2665 South Bayshore Dr., Suite 1206, Coconut Grove, Florida 33133, has named **VICTOR E. ROCHA**, located thereat as its registered agent to accept service of process within this State.

BY: 
INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

BY: 
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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