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THEN THE SECOND NO. 1 072100000032

REFERENCE + 037918 4303929

AUTHORIZATION I

COST LIMIT : \$ 122.50

ORDER DATE : July 31, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 037918

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P. A.

20th Floor

1221 Brickell Avenue Miami, FL 33131-3238

DOMESTIC FILING

NAME: MT ACQUISITION SUB, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_ CERTIFIED COPY

XXX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

图4.000.000 100.000 100.000 100.000 100.000

ARTICLES OF INCORPORATION CHASE BY COMPERATIONS 96 JUL 31 PH 1: 13

OF

## MT ACQUISITION SUB. INC.

### **ARTICLE 1**

The name of the corporation is MT ACQUISITION SUB, INC. (the "Corporation").

#### ARTICLE II

The address of the principal office and the mailing address of the Corporation is 930 \ ashington Avenue, 5th Floor, Mlaml Beach, Florida 33139.

#### ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

#### ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- On call of the Board of Directors or persons authorized to do so by (1) the Corporation's Bylaws; or
- If the holders of not less than 50 percent of all votes entitled to be (2)cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

#### ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

#### ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors

is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Brad Krassner 930 Washington Avenue, 5th Floor Migmi Beach, Florida 33139

### **ARTICLE VII**

The name of the Incorporator is Fern S. Watts and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

### **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 30th day of July, 1996.

Fern S. Watts, Incorporator

# ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MT ACQUISITION SUB, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

**CORPORATION SERVICE COMPANY** 

Patricia G. Pizzuto,

as Agent for the Registered Agent

Dated: July 31, 1996



# ARTICLES OF MERGER Merger Sheet

**MERGING:** 

MT ACQUISITION SUB, INC., a Florida corporation P96000063991

INTO

MOVIETIME ENTERTAINMENT, INC., a Florida corporation, P95000042991

File date: August 28, 1996

Corporate Specialist: Annette Hogan

Account number: 072100000032 Account charged: 122,50