

P.11/21

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ARTICLES OF INCORPORATION
OF
CTV DIRECT U.S.A., INC.

I.

The name of the corporation is:
CTV DIRECT U.S.A., INC.

II.

The term for which this corporation shall exist shall be perpetual.

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

Marketing and distribution company for packaged consumer entertainment and consumer convenience products and any lawful purpose.

To purchase, acquire, hold, improve, sell, convey, assign, lease, mortgage, encumber, hire and deal in real and personal property of every name and nature.

To buy, lease, build, erect, equip, operate, maintain, repair and sell homes, apartment houses, residence buildings, office buildings and stores of all kinds and nature or any portion thereof.

To purchase, acquire, hold, sell, assign and transfer, mortgage, pledge and otherwise dispose of the shares of stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the owner thereof, to exercise all the rights and privileges of ownership, including the right to vote thereof, and to issue in exchange therefor its own stock, bonds and other obligations.

To own, lease, rent, operate and manage hotels, apartment houses, restaurants, taverns, bars, drug stores, barber shops, garages for motor vehicles, manufacturing plants, distribution and assembly plants, laundry and dry cleaning services, newstands, dance halls, theatres and other places of public entertainment.

File No: 249777

Paul I. Scherman
1840 W. 49 St.
Suite 510
Hialeah, FL 33012
(305) 825-2030

FILED
SS AUG 15 PM 3-03
SEVENTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

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To own, lease, use, experiment in buy, sell and develop patents and patent rights of all kinds and for items, objects, products, mechanisms and goods, and to enter into contracts for the purchase, sale disposition and traffic in same, both as principal and as agent.

To buy, sell trade, manufacture, assemble, and deal in and with goods, wares and merchandise of every kind and nature; to carry on such business as wholesalers, retailers, importers and exporters, to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business.

That of engaging in and carrying on the general contracting, construction, repair and maintenance business; the building and erection for itself or for others of any and all structures of any kind and character or any portion of any structure; the manufacturing of any and all products for use in building and construction of every kind and character; and to engage in and carry on any or either of the businesses, and have, exercise and enjoy the powers and privileges granted to corporations for profit by Chapter 606, Florida Statutes 1975, as amended.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, of the attainment of any of the objects or for the furtherance of the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, firms or individuals, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof; provided, that the same be not inconsistent with the law under which this corporation is organized.

III.

The corporation is authorized to issue 10,000,000 shares of NO par value common stock, which shares shall be designated "COMMON STOCK".

IV.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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V.

The street address of the initial registered office and principal place of business of this corporation is:

1840 West 49th street
suite #510
Hialeah, Florida 33012

and the name of the initial registered agent of this corporation at that address is:

Paul I. Scherman

VI.

This corporation shall have as directors initially those persons who are designated in this article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one(1) nor more than five(5) The name(s) and address(es) of the initial director(s) of this corporation are:

NAME

ADDRESS

Robert Schwartz

1840 West 49th street, #510
Hialeah, Florida 33012

VII.

The names and addresses of the officers who are to conduct business of this corporation until those elected at the first election are as follows:

PRESIDENT

Robert Schwartz

VIII

The name and address of the incorporator(s) signing these articles is:

NAME

ADDRESS

Robert Schwartz

1840 West 49th street, #510
Hialeah, Florida 33012

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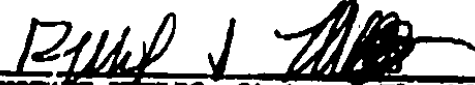
If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the board of directors, stating prices and terms, and give the board of directors thirty (30) days in which to place it with the stockholders. At the expiration of thirty (30) days, if no stockholder has purchased and settle for same, said stockholder shall have the right to sell to whomever will purchase for the same prices for which it was offered to the board of directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation, this 6th day of August, 1936.

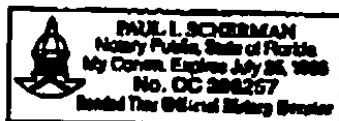

ROBERT SCHWARTZ

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledge before me this 6th day of August, 1936 by Robert Schwartz who is personally known to me or who has produced a Florida Drivers License as identification and who did take an oath.


NOTARY PUBLIC, State of Florida at
large

MY COMMISSION EXPIRES



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST--CTV DIRECT U.S.A., INC.


DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
MIAMI, STATE OF FLORIDA, HAS NAMED PAUL I. SCHENON
LOCATED AT 1840 WEST 49TH STREET, MIAMI, FLORIDA 33122-
33182 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.


ROBERT SCHWARTZ

TITLE: PRESIDENT

DATE: 8/8/96

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.


PAUL I. SCHENON
REGISTERED AGENT

DATE: 8/8/96

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FILED
AUG 15 1996
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
MIAMI, FLORIDA