

1201 HAYS STREET

FAIR HAVEN, CT 06424-0007

800-242-8086

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PROFESSIONAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 060462 8763A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 21, 1996

ORDER TIME : 10:23 AM

ORDER NO. : 060462

CUSTOMER NO: 8763A

CUSTOMER: Michael Gomes, Esq
MICHAEL N. GOMES, ESQ

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08/21/96--01002--010
++++70.00 +++++70.00

Suite 210
2401 East Atlantic Boulevard
Pompano Beach, FL 33062

DOMESTIC FILING

NAME: ABDTV INCORPORATED OF POMPANO

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 21 PM 3:35

RECEIVED
56 AUG 21 PM 12:00
DIVISION OF CORPORATION

8/21/96

ARTICLES OF INCORPORATION
OF
ABDTV INCORPORATED OF POMPANO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 21 PM 3:36

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is:

ABDTV INCORPORATED OF POMPANO

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 500, all of which shall be common shares with \$1 par value.

ARTICLE FIVE

PRINCIPAL CORPORATE OFFICE

The address of the principal office of this corporation shall be 868 S. Federal Highway, Pompano Beach, FL 33062, and the mailing address of the corporation shall be the same.

ARTICLE SIX

REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 868 S. Federal Highway, Pompano Beach, FL 33062, and the name of the initial registered agent of the corporation at that address is J. Robert Roncalli.

ARTICLE SEVEN

SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and the corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 25 U.S.C. 1361 et seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE EIGHT

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are J. Robert Roncalli, 868 S. Federal Highway, Pompano Beach, FL 33062.

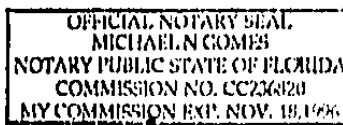
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on August 20, 1996.

J. Robert Roncalli
J. Robert Roncalli

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledge before me on August 20, 1996, by J. Robert Roncalli, who produced his Massachusetts driver's license as identification and who did not take an oath.

[Signature]
Notary Public



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The undersigned, having been designated as Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

J. Robert Roncalli
J. Robert Roncalli

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