

P96000082508

26 Sea Marsh Rd.
Amelia Island, FL. 32034
October 1, 1996

Florida Dept. of State
Division of Corporate Filings
409 East Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE

10-1-96

800001963168
-10/02/96--01077--012
****122.50 ****122.50

Gentlemen:

Enclosed are an original and one copy of executed Articles of Incorporation for TV Power, Inc. and a check in the amount of \$ 122.50.

It is requested that the effective date of incorporation be October 1, 1996, as stated in Article 3 of the Articles of Incorporation.

Please return a copy of the Certificate of Incorporation and a filed copy of the Articles of Incorporation of TV Power, Inc. to me at the above address.

Sincerely,

William M. Todd

William M. Todd

DATE

FILED
56 OCT -2 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 7 1996

BSB

**ARTICLES OF INCORPORATION
OF
TV POWER, INC.**

FILED
96 OCT -2 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

EFFECTIVE DATE
10-1-96

ARTICLE I: NAME

The name of the corporation is TV POWER, INC.

ARTICLE II: PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 1,000,000, all of which shall be of the same class, shall be of the par value of \$.01 per share, and shall be designated common stock.

(b) Capital. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution, or winding up the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, encumbrance of the stock of this corporation as they see fit.

ARTICLE V: PRINCIPAL OFFICE

The street address of the principal office of this corporation is 26 Sea Marsh Rd., Amelia Island, FL 32034.

ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(c) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provided that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: REGISTERED AGENT

The name and address of the registered agent of this corporation are William M. Todd, 26 Sea Marsh Road, Amelia Island, FL 32034

ARTICLE IX: INCORPORATOR

The name and street address of the incorporator of this corporation are:

William M. Todd

26 Sea Marsh Road
Amelia Island, FL 32034

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 1st day of October, 1996.

I understand and accept the duties and responsibility as registered agent.

William M. Todd
William M. Todd
Incorporator/Registered Agent

STATE OF GEORGIA
COUNTY OF Fulton

The foregoing instrument was acknowledged before me this 1st day of October, 1996 by William M. Todd.

[Signature]
Notary of Public
State of Georgia

Notary Public, Cobb County, Georgia
My Commission Expires Nov. 8, 1999