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FILED

Hilton Torres
12484 SW 61st St
Coral Springs, FL 33071
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/22/96--01058--015
****122.50 ****122.50

Gentlemen:

Enclosed please find Articles of Incorporation for Cypress Video II of Florida, Inc., and a check in the amount of \$122.50.

Your immediate attention in filing these articles and granting a charter would be greatly appreciated.

Yours truly,



HILTON TORRES

October 16, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PH 10/22/96

ARTICLES OF INCORPORATION
OF
CYPRESS VIDEO II OF FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation (which is hereinafter called the "corporation") is: CYPRESS VIDEO II OF FLORIDA, INC.

ARTICLE II

The general nature of the business to be transacted and the object and purposes for this corporation shall be unlimited as the laws of the State of Florida may allow.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, having a par value of \$1.00. The consideration to be paid for each share shall not be less than \$100.00 in money, property or services.

ARTICLE IV

This corporation shall have perpetual existence.

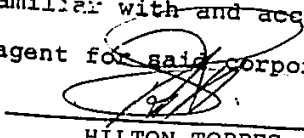
ARTICLE V

The initial Registered address of the corporation shall be: 12484 SW 1 ST., Coral Springs, FL 33071

Mailing Address: The Same as Above

The Registered Agent for said corporation shall be: Hilton Torres

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


HILTON TORRES

ARTICLE VI

This corporation shall initially have one director. The number of directors may be increased or diminished from time to time in the manner provided for in the by-laws of the corporation, but shall never be less than one (1) nor more than fifteen (15).

ARTICLE VII

The names and street addresses of the members of the first Board of Directors are:

HILTON TORRES	12484 SW 1 ST., CORAL SPRINGS, FL
GEORGINA LOPEZ-TORRES	12484 SW 1 ST., CORAL SPRINGS, FL
DEREK ROGERS	1472 ASHFORD AVE., CONDADO, P.R.

ARTICLE VIII

The first officers of this corporation are as follows:

HILTON TORRES	PRESIDENT
GEORGINA LOPEZ-TORRES	SECRETARY/TREASURER
DEREK ROGERS	VICE-PRESIDENT

The said Directors and Officers shall hold office for the first year of the corporation or until their successors are elected or appointed and shall have qualified; provided, that nothing herein contained from filling vacancies in the offices caused by the resignation, death or removal of Directors or Officers. The name and address of the person signing these Articles of Incorporation is:

HILTON TORRES
12484 SW 1 ST.
CORAL SPRINGS, FL 33071

ARTICLE IX

The Corporation reserves the rights from time to time to amend, alter or appeal any provisions in its Articles of Incorporation to any manner now or hereafter permitted by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X

The initial by-laws shall be adopted by the Board of Directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with Statute or with these Articles of Incorporation.

ARTICLE XI

Corporate existence shall begin upon the filing of the Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE XII

Subject to the provisions of the Florida General Corporation Act, no contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director or Officer of this Corporation is interested in, or is a director or officer of, such other corporation, and any director or officer, individual or jointly, may be a party to, or may be interested in any contact or transaction of this corporation or in with any person, firm, or corporation, shall be affected by the fact that any director or officer of this corporation is a party in any way connected with such person, firm, or corporation and every person who may be director or officer of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or a corporation in which he may be in any way interested.

ARTICLE XIII

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, I the undersigned incorporator, have hereunto set my hand and seal this 16th day of October, 1996 for the purpose of forming this corporation under the laws of the State of Florida.

STATE OF FLORIDA)
COUNTY OF BROWARD) ss

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared HILTON TORRES who acknowledged before me that he signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at the City of CORAL SPRINGS, , County of Broward, State of Florida, this 16th day of OCT. 1996.

NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires.

OFFICIAL NOTARY SEAL
ROSALYN LEVY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC336945
MY COMMISSION EXP. JAN. 8, 1998