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FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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((H96000015999))

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4001

FROM: CONTINENTAL STAMP &  
SEAL  
8744 SW 133rd STREET  
MIAMI, FLORIDA 33176-5929  
CONTACT: DEBBIE HOLZBERG  
PHONE: (305) 232-2226  
FAX: (305) 238-6422

((H96000015999)) DOCUMENT TYPE: FLORIDA CORPORATION OR P.A.  
NAME: LIVE FROM SOUTH BEACH PRODUCTIONS, INC.  
FAX AUDIT NUMBER: H96000015999  
DATE REQUESTED: 11-13-96  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 4  
ESTIMATED CHARGE: \$78.75  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 11:15 AM  
CERTIFICATE OF STATUS: 1  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 070253003503

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11/13/96  
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H96000015999  
DEBBIE HOLZBERG  
CONTINENTAL STAMP & SEAL  
8744 S. W. 133 STREET  
MIAMI, FLORIDA 33176 - 5929  
(305) 232 - 2226

11/13/96 - 51282

ARTICLES OF INCORPORATION  
OF

Live From South Beach Productions, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Live From South Beach Productions, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

9999 SW 89th Ct.  
Miami Fl. 33176

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000,000

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of initial registered agent is:

Bayard Spector  
9999 SW 89th Ct.  
Miami Florida 33176

H96000015999  
DEBBIE HOLZBERG  
CONTINENTAL STAMP & SEAL  
8744 S. W. 133 STREET  
MIAMI, FLORIDA 33176 - 5929  
(305) 232 - 2226

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95 OCT 12 PM 1:45  
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ARTICLE V INCORPORATION

The name(s) and street address(es) of the incorporator(s) to these Articles of incorporation is(are):

Bayard Spector  
9999 SW 89th Ct  
Miami Florida 33176

The undersigned has(have) executed these Articles of Incorporation this

11 day of November, 19 96  
Bayard Spector President.  
Signature/Title

\_\_\_\_\_  
Signature/Title

\_\_\_\_\_  
Signature/Title

H96000015999  
DEBBIE HOLZBERG  
CONTINENTAL STAMP & SEAL  
8744 S. W. 133 STREET  
MIAMI, FLORIDA 33176 - 5929  
(305) 232 - 2226

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Live From South Beach Productions, Inc.

2. The name and address of the registered agent and office is:

Bayard Spector

(NAME)

9999 SW 89th Ct.

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33176

(CITY/STATE/ZIP)

SIGNATURE

Barry W. Spector  
(corporate officer)

TITLE

President

DATE

11/11/96

HAVING BEEN NAME REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THIS CAPACITY. I FURTHER ACCEPT AS REGISTERED AGENT AND AGREE TO ACT IN STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

11/11/96

H96000015999

DEBBIE HOLZBERG  
CONTINENTAL STAMP & SEAL  
8744 S. W. 133 STREET  
MIAMI, FLORIDA 33176 - 5929  
(305) 232 - 2228

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6/13/97

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LIVE FROM SOUTH BEACH PRODUCTIONS, INC.

AUDIT NUMBER.....H97000009789

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 7

DEL.METHOD.. FAX

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97 JUN 24 AM 11:13

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97 JUN 24 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended

Restated  
Articles

w/NAME CHANGE

6/24/97

DC

6/13/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

4:04 PM

((H97000009789 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LIVE FROM SOUTH BEACH PRODUCTIONS, INC.

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1) H97000009789

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

LIVE FROM SOUTH BEACH PRODUCTIONS, INC. #1 P96000092840

6/13/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

4:04 PM

((H97000009789.3))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

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PHONE: (305)541-3694

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97 JUN 16 AM 8:07  
DIVISION OF CORPORATIONS



## FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 16, 1997

LIVE FROM SOUTH BEACH PRODUCTIONS, INC.  
9999 SW 89TH COURT  
MIAMI, FL 33176SUBJECT: LIVE FROM SOUTH BEACH PRODUCTIONS, INC.  
REF: P96000092840

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" should be removed from Article VII referencing the registered office. Our records reflects the initial registered office being 9999 SW 89TH COURT, MIAMI, FL 33176.

Please complete the dates on both pages 4 and 5 of the document. Page 1 of the document is missing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell  
Corporate SpecialistFAX Aud. #: H97000009789  
Letter Number: 997A00032203





## FLORIDA DEPARTMENT OF STATE

Sandra B. Morthom  
Secretary of State

June 20, 1997

LIVE FROM SOUTH BEACH PRODUCTIONS, INC.  
444 BRICKELL AVENUE  
SUITE 809  
MIAMI, FL 33131

SUBJECT: LIVE FROM SOUTH BEACH PRODUCTIONS, INC.  
REF: P96000092840

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please remove the word "initial" from page 4, Article VII, of the document. It should read: Registered Office and Agent. The name of the Registered Agent is Bayard Spector and the street address of the Registered Office of this Corporation is 444 Brickell Avenue, Suite 809, Miami, Florida 33131.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H97000009789  
Letter Number: 197A00033062

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

LIVE FROM SOUTH BEACH PRODUCTIONS, INC.

FILED  
57 JUN 24 PM 1:37  
SOUTH BEACH, FLORIDA  
CLERK OF DISTRICT COURT

In compliance with Section 607.1006 and 607.1007, Florida Statutes, the Articles of Incorporation of Live from South Beach Productions, Inc., a corporation organized to do business under the laws of the State of Florida with its Articles of Incorporation having been filed effective November 13, 1996, are hereby amended and restated in their entirety as follows:

ARTICLE I

Name. The name, principal office address and mailing address of this Corporation shall be: ADVANCED DIGITAL PROGRAMMING, INC., 444 Brickell Avenue, Suite 809, Miami, Florida 33131.

ARTICLE II

Duration. This Corporation shall have perpetual existence.

ARTICLE III

Purpose. The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

A. Common Stock. The aggregate number of shares of common stock which the Corporation is authorized to issue is 10,000,000, par value \$.01 per share (the "Common Stock"). Except as provided by Section B of this Article IV, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Common Stock.

Prepared by:  
Kathleen L. Deutsch  
Florida Bar Number 0571892  
Broad and Cassel  
Miami Center, Suite 3000  
201 South Biscayne Boulevard  
Miami, Florida 33131  
(305) 373-9400

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B. **Preferred Stock.** The aggregate number of shares of preferred stock which the Corporation is authorized to issue is 1,000,000 shares, par value \$.01 per share (the "Preferred Stock").

1. General. The Preferred Stock may be issued from time to time, in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.

2. Preferences. Subject to the rights of the holders of the Corporation's Common Stock, authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time, in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance, conversion and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

- a. whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights;
- b. the number of shares to constitute the class or series and the designations thereof;
- c. the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
- d. whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
- e. whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;

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- f. the dividend rate, whether dividends are payable in cash, stock or other property of the Corporation, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;
- g. the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- h. whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
- i. such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

#### ARTICLE V

Initial Board of Directors. This Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

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497000009789

Name

BAYARD SPECTOR

Address

444 BRICKELL AVENUE, SUITE 809  
MIAMI, FL 33131

ARTICLE VI

Amendment. Except as provided herein, these Amended and Restated Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with Florida law.

ARTICLE VII

Registered Office and Agent. The name of the Registered Agent is Bayard Spector and the street address of the Registered Office of this Corporation is 444 Brickell Avenue, Suite 809, Miami, Florida 33131.

ARTICLE VIII

Indemnification. The Corporation shall indemnify its officers and directors, and its former officers and directors, to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation, this 13 day of June, 1997.

LIVE FROM SOUTH BEACH PRODUCTIONS, INC.

By: Bayard Spector, pres.  
Bayard Spector, President


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CERTIFICATE OF APPROVAL BY STOCKHOLDERS

I, Bayard Spector, Secretary of Live From South Beach Productions, Inc., a Florida corporation (hereinafter referred to as the "Corporation"), hereby certify, as such Secretary and under the seal of said Corporation, that the Amended and Restated Articles of Incorporation of the Corporation to which this certificate is attached, were duly submitted to the Stockholders and Directors of the Corporation on June 12, 1997, for the purpose of considering and taking action upon said Amended and Restated Articles of Incorporation, that shareholders owning a number of shares sufficient for approval of such Amended and Restated Articles of Incorporation approved such Amended and Restated Articles of Incorporation; and that thereby the Amended and Restated Articles of Incorporation were by written consent adopted as the act of the Stockholders and Directors of the Corporation, and the duly adopted act of said Corporation.

WITNESS my hand and the seal of the Corporation, on this 12 day of June, 1997.

  
Bayard Spector  
President of Live from South Beach  
Productions, Inc., a Florida  
corporation

(Corporate Seal)

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for Live from South Beach Productions, Inc., a Florida Corporation, at the place designated in Article VII of these Amended and Restated Articles of Incorporation, the undersigned hereby agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 13 day of June, 1997.

  
Bayard Spector

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08/22/1997 10:32 AM  
JUN 24 1997 10:32

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EMPIRE CORPORATE KIT

JUN-24-1997 10:32