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FLORIDA DEPARTMENT OF STATE ON Sandra By Mortham Secretary of State

November 19, 1996

CT CORPORATION SYSTEM

please backdate

TALLAHASSEE,

SUBJECT: FAIRWAY, INC. Ref. Number: W96000024475

We have received your document for FAIRWAY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6067.

Neysa Culligan Document Specialist

Letter Number: 496A00052614

STATE OF FLORIDA

SECRETARY OF STATE 96 NOV 19 PH 2: 38

ARTICLES OF INCORPORATION

OF

FAIRWAY management Services, Inc.

FIRST: The corporate name that satisfies the requirements of section 607.0401 is: Fairmay Management Services, Inc.

SECOND: The address of the principal office, if known, and the mailing address of the corporation is:

> 420-426 Jefferson Avenue 3rd Floor Miami Beach, Florida 33139

THIRD: The number of shares the corporation is authorized to issue is: one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 S. Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T CORPORATION SYSTEM.

FIFTH: The number of directors constituting the initial board of directors is one (3), and the name and address of each person who is to serve as director until the first annual meeting of shareholders or until a successor is elected and shall qualify is as follows:

Jose Misrahi 420-426 Jefferson Avenue, 3rd Floor

Miami Beach, Florida 33139

420-426 Jefferson Avenue, 3rd Floor Marc Zand

Miami Beach, Florida 33139

Eduardo Hernandez c/o Finser Corporation 550 Biltmore Way, 9th Floor

Coral Gables, Florida 33134

SIXTH: The name and address of each incorporator is:

Tanya M. Villar 1200 S. Pine Island Road

Plantation, Florida 33324

The undersigned has executed these Articles of Incorporation this $\frac{1}{2}$ day of November, 1996.

Tanva M. Villar

Acceptance by the registered agent as required in section 607.0501 (3) F.S.: C T COKPORATION SYSTEM is familiar with and accepts the obligations provided for in section 607.0505.

Dated November 18, 1996

Tanya M. Villar

Special Assistant Secretary

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ARTICLES OF AMENDMENT

OF

FAIRWAY MANAGEMENT SERVICES, INC.

PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST:

THE NAME C. THE CORPORATION IS FAIRWAY MANAGEMENT

SERVICES, INC.

SECOND: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE AMENDED BY CHANGING THE ARTICLE NUMBERED FIRST SO THAT, AS AMENDED, SAID ARTICLE SHALL READ AS FOLLOWS:

> FIRST: The corporate name that satisfies the requirements of Section 607,0401 is: CISNEROS TELEVISION SERVICES, INC.

THIRD::

THE AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE CORPORATION SET FORTH ABOVE WAS ADOPTED ON December 26, 1996.

FIFTH:

PRIOR TO THE ISSUANCE OF SHARES, THE AMENDMENT WAS

ADOPTED BY THE BOARD OF DIRECTORS WITHOUT

SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT

REQUIRED.

SIGNED ON December 26, 1996.

FAIRWAY MANAGEMENT SERVICES, INC.