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November 21, 1996

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Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200002018542--5  
-12/03/96--01145--015  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Halcyon Media, Inc.

Dear Sirs:

Enclosed please find the Articles of Incorporation for Halcyon Media, Inc. and a check in the amount of \$122.50 as filing fee.

I would appreciate the process of this charter as promptly as possible, and that a copy be forwarded to me in the enclosed self-addressed envelope. If, for any reason, a charter cannot be issued for the proposed corporation, please contact the undersigned.

Very truly yours,

ERNESTO J. DE LA FÉ, P.A.

By

Ernesto J. de la Fé, Esq.

Enclosures

Dmc  
12-5-96

FILED  
96 DEC -2 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**Halcyon Media, Inc.**

**FILED**  
96 DEC -2 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The incorporator(s), natural person(s) competent to contract, hereby file these Articles of Incorporation, and form a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation shall be:

Halcyon Media, Inc.

**ARTICLE II - PRINCIPAL AND MAILING ADDRESS**

The street address of the principal office and mailing address of the corporation shall be 8334 N.W. 68th Street, Miami, FL 33166.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - INITIAL REGISTERED ADDRESS AND REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 2151 LeJeune Road, Suite 300, Coral Gables, FL 33134 and the name of the initial Registered Agent for the corporation at that address is Ernesto J. de la Fé, Esq..

**ARTICLE V - INCORPORATORS**

The names and addresses of the incorporators are:

Ernesto J. de la Fé, Esq.  
2151 LeJeune Road, Suite 300  
Coral Gables, FL 33134

**ARTICLE VI - DIRECTORS**

This corporation shall have a minimum of one director. The

initial Board of Directors shall consist of:

Ernesto J. de la Fé, Esq.  
2151 LeJeune Road, Suite 300  
Coral Gables, FL 33134

#### ARTICLE VII - PURPOSE AND NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

#### ARTICLE VIII - LIMITATION OF LIABILITY

Each director, stockholders and officer, in consideration for his/her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of his/her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholders or officer may be entitled as a matter of law.

#### ARTICLE IX - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors or the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, any each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any interested. Any director of the corporation without regard to the fact that he/she is also a director of such subsidiary or corporation.

**ARTICLE X - TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ACKNOWLEDGEMENT OF ONE INCORPORATOR**

IN WITNESS WHEREOF, Ernesto J. de la Fé, Esq., an Incorporator hereof, has hereunto set her hand and seal hereon and acknowledges and files in the office of the Secretary of State of Florida, the foregoing Articles of Incorporation, this 25 day of November, 1996.

Incorporator

Ernesto J. de la Fé, Esq.

STATE OF FLORIDA )  
COUNTY OF DADE ) SS

BEFORE ME, personally appeared Ernesto J. de la Fé, Esq., and known to me to be the person described in, and who took an oath and executed the foregoing instrument and acknowledged to the before me that she executed said instrument for the purposes therein expressed.

WITNESSE delate hand and official seal, this 25 day of November, 1996.

Bertila Soto Fernandez  
NOTARY PUBLIC:  
State of Florida

MY COMMISSION EXPIRES: 1997



OFFICIAL SEAL  
Bertila Soto Fernandez  
My Commission Expires  
April 27, 1997  
Comm. No. CC 280739

**ACCEPTANCE BY REGISTERED AGENT**

I, Ernesto J. de la Fé, Esq., agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Ernesto J. de la Fé, Esq.

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this  
25 day of November, , 1994, by E. de la Fe,  
who is personally known to me, and who did take an oath.

Bertila Soto Fernandez  
NOTARY PUBLIC:  
State of Florida at Large

My commission expires:



**OFFICIAL SEAL**  
Bertila Soto Fernandez  
My Commission Expires  
April 27, 1997  
Comm. No. CC 280739