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PLEASE REPLY TO MIAMI OFFICE

CHARLES TOLEDO, ESQUIRE

January 28, 1997

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-02/05/97--01020--008  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
J. Edwin Larson Building  
The Capital  
Tallahassee, Florida 32304

RE: T.V. CONSTRUCTION COMPANY, INC.

Dear Sir/Madam:

Enclosed herewith find "Articles of Incorporation of T.V. Construction Company, Inc.". Please file same and forward to the undersigned the appropriate Certificate of Incorporation. A check in the amount of \$122.50 is enclosed.

Your prompt attention to this matter will be greatly appreciated.  
Thank you.

Very truly yours,

  
CHARLES TOLEDO

:mkw  
Encl.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION**  
**OF**  
**T.V. CONSTRUCTION COMPANY, INC.**

The undersigned, for the purpose of forming a corporation, pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation is:

T.V. CONSTRUCTION COMPANY, INC.

**ARTICLE II**

The general nature of the business to be transacted by this corporation is:

1. That this corporation intends to engage in any activity or business permitted under the laws of the United and the State of Florida, for example, travel and convention services; except it is not to conduct a bank, safe deposit, trust insurance surety, express, railroad, canal, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition; to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business

necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation.

#### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time One Hundred (100) shares of common stock at no (00/100) par value. The shares of stock shall be divided as follows: Arnaldo Valdes, Fifty (50) shares of common stock and Ray Toledo, Fifty (50) shares of common stock.

#### ARTICLE IV

The initial registered agent and the street address of the initial registered officer of this corporation is: CHARLES TOLEDO, 1110 Brickell Avenue, Suite #805, Miami, Florida 33131.

#### ARTICLE V

This corporation is to exist perpetually, unless otherwise dissolved accordingly to law.

#### ARTICLE VI

The name and address of the Directors, Officers and Subscribers of this corporation are:

President/Director/  
Treasurer: ARNALDO VALDES  
12840 S.W. 6th Street  
Miami, Florida 33184

Principal offices Located at: 12840 S.W. 6th Street, Miami, Florida 33184.

Vice President: RAY TOLEDO  
12840 S.W. 6th Street  
Miami, Florida 33184

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the directors, proposed by the stockholders and approved at the stockholder's meeting by a majority of the stock entitled to vote thereon.

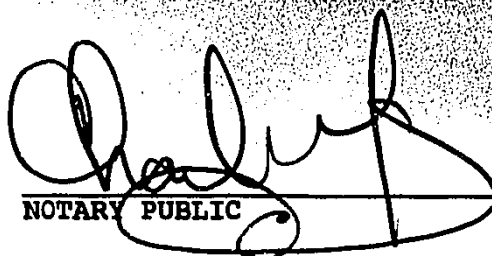
THE UNDERSIGNED hereby declares and certifies that the facts herein are true and accordingly, this 28 day of January, 1997.

  
ARNALDO VALDES President/Director/Treasurer

STATE OF FLORIDA     )  
COUNTY OF Dade     )

The foregoing instrument was acknowledged before me this 28 day of JAN, 1997 as to ARNALDO VALDES, to me personally known or who produced \_\_\_\_\_ as identification and he did/did not take an oath.

My commission expires:

  
NOTARY PUBLIC

OFFICIAL NOTARY SEAL  
CHARLES TOLEDO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC476937  
MY COMMISSION EXP. JULY 21, 1999

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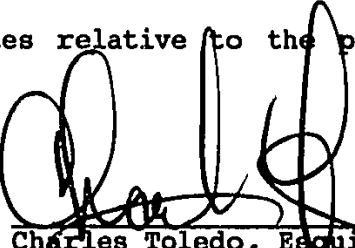
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

First, that T.V. CONSTRUCTION COMPANY, INC., desiring to organize or qualify under the laws of the City of Miami, State of Florida, has named CHARLES TOLEDO, whose address is 1110 Brickell Avenue, Suite #805, Miami, Florida 33131, as it's agent to accept service of process within Florida.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above-stated corporation, at place designated to this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Charles Toledo, Esquire  
Mandina, Ginsberg & Toledo, PA  
1110 Brickell Ave., #805  
Miami, Florida 33131  
(305) 358-1181