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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CHANNEL UNLIMITED, INC.

AUDIT NUMBER.....H97000007060

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
CHANNEL UNLIMITED, INC.

97 APR 30 AM 8:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be:
Channel Unlimited, Inc.

ARTICLE II
NATURE OF CORPORATE BUSINESS

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

ARTICLE III
CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Marc Birnbaum, Esquire
20801 Biscayne Blvd. #400
Miami, Florida 33180
Tel: (305) 931-1812
Florida Bar No.: 275034

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Avraham Gruen
420 Lincoln Road
Suite 392
Miami Beach, Florida 33139

The Corporation's principal office shall be --

420 Lincoln Road
Suite 392
Miami Beach, Florida 33139

ARTICLE V

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Board of Directors. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI

INITIAL DIRECTORS

The names and post office addresses of the first Directors of the Corporation are:

NAME
Avraham Gruen

ADDRESS
420 Lincoln Road
Suite 392
Miami Beach, Florida 33139

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ARTICLE VII
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|---|
| Avraham Green | 420 Lincoln Road Suite 392 Miami Beach, Florida 33139 |

ARTICLES VIII
COMMENCEMENT DATE

Corporate existence will commence upon filing.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

 (SEAL)
Avraham Green

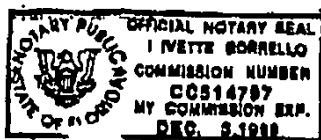
STATE OF FLORIDA)
 SS.
COUNTY OF DADE)

I HEREBY CERTIFY that the foregoing instrument was

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acknowledged before me this 17th day of April, 1997 by
 AVRAHAM GREEN who produced _____
 as identification or who is personally known to me.



J. Vette Sorrello
 NOTARY PUBLIC

The undersigned hereby accepts the foregoing designation as
 Initial Registered Agent and agrees to comply with the provisions
 of law applicable to said DESIGNATION.

[Signature]
 Avraham Green

Date: 4/17/97

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 TALLAHASSEE, FLORIDA

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