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Claude Mancuso
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1001 NE 125th Street
North Miami, Florida 33161
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Miami April 25, 1997

State of Florida
Secretary of State
Department of Corporations
Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

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*****77.50 *****77.50

Ref: Haitian Television Network, Inc.

Dear Sirs:

Enclosed and attached are three (3) originals of our Articles of Incorporation for the subject enterprise. Also enclosed is a Postal Money Order in the amount of \$77.50, to cover the required fees for incorporating.

Please send the registered and stamped original, together with a Certificate of Incorporation, to me at the above address.

If you have any questions, please contact me at the above address and telephone number.

Sincerely yours,


Claude Mancuso

FILED
97 MAY -2 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 5/6/97

ARTICLES OF INCORPORATION
OF
HAITIAN TELEVISION NETWORK, INC.

FILED
97 MAY -2 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be:
HAITIAN TELEVISION NETWORK, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of this business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

(A) Engage in any activity or business permitted under the laws of the United States and of this state.

(B) For itself or as agent or correspondent for others to deal in stocks, bonds, commercial paper, mortgages and other securities, to manage estates and properties, and to conduct a general insurance agency and a general real estate and rental

of all sums due the corporation, and to sell, assign and release such securities.

(C) To build upon or in any other manner improve real estate in which this corporation has any interest whatsoever,

(D) To lend money secured by mortgage or other security or without security, for itself or on a commission basis for others; to borrow money for the purpose of investment or for any of the purposes of this corporation, and to issue bond, debentures, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the real estate or personal property of this corporation, or to issue bonds, debenture stocks, notes or other obligations without any such security; to accept and execute any and all agencies with respect to investment of money, the sale of real and/or personal property, and the collection and receipts of the proceeds thereof and/or the income therefrom; to buy and sell negotiable paper; to execute deeds, mortgages, lot contracts, bonds for title, releases and such other instruments as may be necessary for the carrying on of the business above designated.

(E) To buy, sell, trade or deal in any kind of goods, wares and merchandise.

(F) To organize or cause to be organized under the laws of the State of Florida or of any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such organization or corporation, or to

(G) To purchase, hold, sell, exchange or transfer, or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine, provided, however, that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(H) No contract or other transaction entered into by the corporation shall be affected by the fact that any Director of the corporation in any way is interested in or connected with any party to such contract or transaction, or is party to such contract or transaction if the same shall be approved by a majority of the directors present at the meeting of the Board or of the Committee authorizing or confirming said contract or transaction.

(I) To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its properties and buildings, and to have, enjoy and exercise all of the rights, powers and privileges which are now, or which may hereafter be conferred upon corporations organized under the same statutes as this corporation.

(J) To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida.

The foregoing clauses shall be construed as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, and it is the intention that the purposes, objects and

ARTICLE VIII

INITIAL OFFICERS AND DIRECTORS

The name and street addresses of the first Board of Directors and officers of the corporation who shall hold office for the first year or until their successors are chosen shall be: ,

Claude Mancuso, President	1001 NE 125th Street, North Miami, Florida 33161
Rose Mary Mancuso, Vice President	1001 NE 125th Street, North Miami, Florida 33161

ARTICLE IX

SUBSCRIBERS

The names and street addresses of each subscriber and the number of shares of stock which each agrees to take, and the consideration thereof, is as follows: Claude Mancuso and Rose Mary Mancuso(his wife), 1001 NE 125th Ave, Suite 212, North Miami, Florida 33161, 100%.

paragraphs of these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of the corporation shall be: 100,000 shares at \$8.00 par value.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The corporation shall have a principal place of business and shall have the privilege of having branch offices within the State of Florida, and within or without the United States of America. Initially, the principal place of business of the corporation shall be 1001 North East 125th Street, Suite #212, North Miami, Florida 33161.

ARTICLE VI

BOARD OF DIRECTORS

The business of the corporation shall be managed, and its corporate powers exercised, by a Board of not less than one nor more than three directors. The exact number shall be established by the By-Laws, provided that the initial Board of Directors shall consist of TWO members. The acts of the majority of the Directors at a meeting where a quorum is present shall be the act of the Board of Directors. Directors' meetings may be held within or without the State. The Directors may, by resolution, designate an Executive Committee, and members of the Board of Directors or an Executive Committee shall be deemed present at a meeting of such Board or Committee if a telephone conference, or similar communication equipment, by means by which all persons participating in the meeting can hear each other is used.

ARTICLE VII

OFFICERS

The officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer, and such other officers and agents as may be provided for by the By-Laws of this corporation who shall be chosen, serve for such term and have such duties as may be prescribed by such By-Laws. Any of said offices may be combined.

ARTICLE X

RESTRICTIONS ON SALE OR TRANSFER OF STOCK

The corporation and/or shareholders of the corporation may enter into any agreement restricting the sale or transfer of shares of stock in this corporation which is authorized under the laws of Florida. The By-Laws of the corporation may contain any restrictions on the sale or transfer of shares of stock in this corporation which are authorized under the laws of Florida.

ARTICLE XI

INDEMNIFICATION

Each Director and Officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a part by reason of his being or having been made a director or officer of the corporation (said expenses to include attorneys' fees and costs or reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

ARTICLE XII

AMENDMENT TO ARTICLES

The corporation reserves the right to amend, alter or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by the Statutes of the State of Florida, and all rights and powers conferred on directors, officers and stockholders herein are granted subject to this reservation; provided, however, that no amendment, alteration or repeal of these Articles of Incorporation shall be valid unless consented by a majority of the stockholders of the corporation entitled to vote thereon present at any stockholders' meeting concerning the same, if the notice of the proposed action was included in the notice of the meeting or if such notice is waived in writing by all of the stockholders entitled to vote thereon.

IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seals this 25 day of APRIL, 1997.



[Signature]
Claude Mancuso

(SEAL)

STATE OF FLORIDA

COUNTY OF DADE

Before me, the undersigned authority, personally appeared Claude Mancuso, who, being first duly sworn, says that they have executed the above and foregoing instrument for the purposes therein stated.

WITNESS my hand and official seal this 25 day of APRIL 1997.



[Signature]
Notary Public
State of Florida at Large
My Commission Expires:

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That Haitian Television Network, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of North Miami, County of Dade, State of Florida, has named Claude Mancuso, 1001 NE 2nd Ave, Suite 212, North Miami, Florida 33161., as its agent to accept service of process with this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Claude Mancuso

FILED
97 MAY -2 AM 9:30
TALLAHASSEE, FLORIDA