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ROTHMAN & TOBIN, P.A.

ATTORNEYS AT LAW

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MIAMI, FLORIDA 33181

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PLEASE REPLY TO  
MIAMI OFFICE

MICHAEL ROTHMAN  
MICHAEL S. TOBIN

FILED  
97 MAY -5 PM 1:38  
TALLAHASSEE  
BROWARD OFFICE  
55 WESTON ROAD  
SUITE 308  
FORT LAUDERDALE, FLORIDA 33326  
(954) 389-1188

April 16, 1997

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\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Incorporation of Cencom Media Network, Inc.

Gentlemen:

We are enclosing herewith the original Articles of Incorporation of Cencom Media Network, Inc. along with one copy and our check no. 3484 in the amount of \$122.50, representing the filing fee and the cost of obtaining one certified copy of the Articles.

Also enclosed, for your convenience is a self-addressed stamped envelope to return the certified copy of the Articles to us.

If you have any questions, please feel free to contact us.

Very truly yours,

ROTHMAN & TOBIN, P.A.

*Trish Vaughan*

Trish Vaughan  
Legal Assistant

/tv  
enclosures

P. O. Vaughan MAY 9 - 1997

4297-9126  
615



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 21, 1997

TRISH VAUGHAN LEGAL ASSISTANT  
11900 BISCAYNE BLVD STE 740  
MIAMI, FL 33181

SUBJECT: CENCOM MEDIA NETWORK, INC.  
Ref. Number: W97000009126

FILED  
97 MAY -5 PM 1:39  
TALLAHASSEE, FLORIDA

We have received your document for CENCOM MEDIA NETWORK, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 697A00020241

ARTICLES OF INCORPORATION

OF

CENCOM MEDIA NETWORK, INC.

The undersigned, subscribers to these Articles of Incorporation are natural persons, competent to contract, and they do hereby present these Articles for the formation of a corporation under the Laws of the State of Florida.

ARTICLE I

The name of this corporation is:

CENCOM MEDIA NETWORK, INC.

ARTICLE II

NATURE OF BUSINESS

The general purposes for which the Corporation is organized are the following:

A. Media representatives for print and broadcast in the Caribbean, Puerto Rico, Latin America, Spain and the U.S.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

TALLAHASSEE, FLORIDA

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ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall consist of one hundred shares (100) of common stock with a value of \$5.00 par value per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL CAPITAL

The amount of the capital with which this Corporation shall begin business shall be FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law, said existence shall commence on the date of issuance of the Certificate of Incorporation herein by the Secretary of State of the State of Florida.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be located at 501 Brickell Key Drive, Suite 201, Miami, Florida 33131, or such other place of business as may be determined and fixed by the Board of Directors from time to time. The Registered Agent of this Corporation shall be Dennis Hernandez located at 501 Brickell Key Drive, Suite 201, Miami, Florida 33131.

ARTICLE VIII

INDEBTEDNESS

The outstanding indebtedness of this Corporation shall be unlimited.

ARTICLE IX

DIRECTORS

The number of directors of the Corporation shall be not less than one (1) nor more than five (5) as the same may be provided for by the By-Laws of this Corporation. The By-Laws may provide for an increased or decreased number of directors, or change thereof.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the By-Laws and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are chosen and elected, are as follows:

NAMEADDRESS

Ramon L. Del Valle

501 Brickell Key Drive, Suite 201  
Miami, Florida 33131ARTICLE XSUBSCRIBERS

The name and address of each subscriber to the capital stock of this Corporation, and the number of shares of stock each agrees to purchase are as follows:

NAMEADDRESSSHARES

Ramon L. Del Valle

501 Brickell Key Drive  
Suite 201  
Miami, Florida 33131

100

ARTICLE XICONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this

Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other Corporation or not so interested.

#### ARTICLE XII

##### AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

#### ARTICLE XIII

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its Stockholders and Directors, are hereby adopted as a part of these Articles of Incorporation. The Board of Directors, from time to time, shall determine whether or not and to what extent and at what time and place, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the

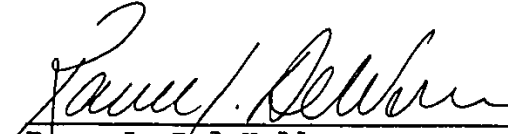
stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a Statute, or authorized by the Board of Directors, or by resolution of the Stockholders.

WHEREAS, this Corporation is and shall be a small business corporation as defined in Section 1244(c)(2) of the Internal Revenue Code and there is not now outstanding any offering or portion thereof of this Corporation to sell or issue any of its stock except as provided in Article III of these Articles of Incorporation, being a sale to the original subscribers, who were issued or will be issued a total of 100 shares authorized, which is the maximum amount that can be issued within one year from this date in accordance with the plan adopted by the Board of Directors.

WHEREAS, it is further deemed advisable that the subscription, sale and issue of such shares be effectuated in such a manner that qualified shareholders may receive the benefits of Section 1244 of the Internal Revenue Code. The Corporation, and the parties hereto, are authorized to and shall take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954 amended, and the regulations issued thereunder.



IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

  
Ramon L. Del Valle

STATE OF )


COUNTY OF )

§§

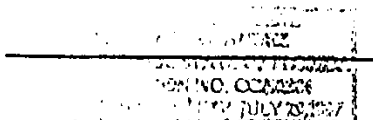
(PERSONALLY KNOWN)

BEFORE ME, the undersigned authority, this day personally appeared the above within named Ramon L. Del Valle, to me well known and known by me to be the persons who executed the foregoing Articles of Incorporation of CENCOM MEDIA NETWORK, INC., and he acknowledged before me, according to Law, that he made and subscribed to the same for the uses and purposes therein mentioned and stated and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at April 1997, in the County and State last aforesaid, this 14 day of April, 1997.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

*Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.*

1. The name of the corporation is: CENCOM MEDIA NETWORK, INC.

2. The name and address of the registered agent and office is:

DENNIS HERNANDEZ

(Name)

501 Brickell Key Drive, Suite 201

(P.O. Box NOT acceptable)

Miami, Florida 33131

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

SIGNATURE 

DATE 5/1/97

FILED  
9 MAY -5 PM 1:38  
TALLAHASSEE, FLORIDA