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ATKINSON, DINER, STONE & MANKUTA, P.A.

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June 5, 1997

POST OFFICE DRAWER 2088  
1946 TYLER STREET  
HOLLYWOOD, FLORIDA 33022-2088  
TELEPHONE (954) 925-5501  
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\* BOARD CERTIFIED IN REAL ESTATE  
\*\* BOARD CERTIFIED IN TAXATION  
\*\*\* BOARD CERTIFIED IN HEALTH LAW

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

EFFECTIVE DATE

6-4-97

Re: Programming Plus of America, Inc.

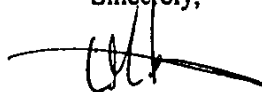
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-06/09/97--01135--007  
\*\*\*\*122.50 \*\*\*\*122.50

Dear To Whom It May Concern:

Enclosed are an original and one copy of Articles of Incorporation of Programming Plus of America, Inc. and a check for \$122.50 to cover the filing fee, registered agent designation fee and the certified copy fee. Please send to me a certified copy of the filed Articles of Incorporation.

If you have any questions, please do not hesitate to call me.

Sincerely,



L.M. Ploucha

LMP/jjw  
Enclosures

FILED  
CLERK OF STATE  
97 JUN -9 AM 9:07

HP  
6-11-97

EFFECTIVE DATE  
6-4-97

ARTICLES OF INCORPORATION  
OF  
PROGRAMMING PLUS OF AMERICA, INC.

FILED  
RECORDS & CLERK  
97 JUN -9 AM 9:07

ARTICLE I.  
CORPORATE NAME

The name of this Corporation shall be:

PROGRAMMING PLUS OF AMERICA, INC.

ARTICLE II.  
MAILING ADDRESS AND PRINCIPAL OFFICE

The Corporation's mailing and principal office address is:

7700 North Kendall Drive  
Suite 804  
Miami, Florida 33156

ARTICLE III.  
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 IV.  
CAPITAL STOCK

This Corporation is authorized to issue a maximum of seven thousand five hundred (7,500) 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.

ARTICLE V.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

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

L.M. Ploucha, Esq.  
c/o Atkinson, Diner, Stone & Mankuta, P.A.  
1946 Tyler Street  
Hollywood, FL 33020

ARTICLE VI.

BOARD OF DIRECTORS

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

ARTICLE VII.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

Name	Address
JOSE DEL CUETO	7700 North Kendall Drive Suite 804 Miami, Florida 33156
CYNTHIA DEL CUETO	7700 North Kendall Drive Suite 804 Miami, Florida 33156

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATOR

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

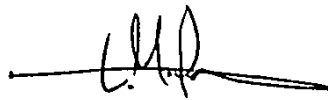
Incorporator	Address
L.M. PLOUCHA	c/o Atkinson, Diner, Stone & Mankuta, P.A. 1946 Tyler Street Hollywood, Florida 33020

ARTICLE IX.

COMMENCEMENT DATE

Corporate existence will commence on June 4, 1997.

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

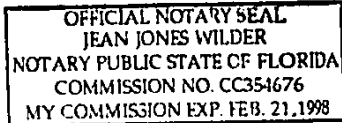
  
\_\_\_\_\_(SEAL)  
L.M. PLOUCHA

FILED  
SECRETARY OF STATE  
CLERK OF COURTS

97 JUN -9 AM 9:07

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of June, 1997, by  
L.M. PLOUCHA, who is personally known to me.



Jean Jones Wilder  
Notary Public, State of Florida  
at Large

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

L.M.P.  
L.M. PLOUCHA