



## ARTICLES OF INCORPORATION

of

\*\*\*\*\*VIP BRAZIL TELEVISION, INC.\*\*\*\*\*

(name of corporation)

The undersigned subscriber(s) to these Articles of incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

### ARTICLE I - CORPORATE NAME

The name of the corporation is:

\*\*\*\*\*VIP BRAZIL TELEVISION, INC.\*\*\*\*\*

### ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

### ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

### ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares ( -100- ) of NO PAR VALUE Dollar(s) ( \$ NO ) par. value Common Stock, which shall be designated "Common Shares".

### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	MARCIO A. ANTONUCCI		
ADDRESS	200 Biscayne Way # 6A		
CITY	Miami	STATE	Florida ZIP 33131

The principal office, if known, or the mailing address of the corporation is:

NAME	*****VIP BRAZIL TELEVISION, INC.*****		
ADDRESS	209 SE 1 St.		
CITY	Miami	STATE	Florida ZIP 33131

### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one ( --1-- ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	MARCIO A. ANTONUCCI		
ADDRESS	200 Biscayne Way # 6A		
CITY	Miami	STATE	Florida ZIP 33131
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

FILED  
JUN 11 PM 1:13  
TALLAHASSEE FLORIDA


## Article VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	MARCIO A. ANTONUCCI		
ADDRESS	200 Biscayne Way # 6A		
CITY	Miami,	STATE	Fl. ZIP 33131
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber (s) have executed these Articles of Incorporation this 9th day of JUNE, 19 97.

19 97

✓ 

(Seal)

(Seal)


(Seal)

STATE OF FLORIDA

COUNTY OF DADE

**before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:**

personally appeared:

✓  Signature  
MARCIO A. ANTONUCCI

Brazilian Pasport # CI17399  
Form of Identification

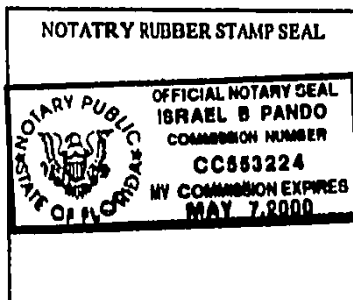
**Signature**

### Form of Identification

**Signature**

### Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed these articles of Incorporation, that I relied upon the form        of identification of the above named person        as indicated opposite each name, and that an oath was not taken.



Witness my hand and official seal in the County and State last aforesaid this

9th day of JUNE 1997

**Notary Signature**

ISRAEL B. PANDO

**Printed Notary Signature**

**CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT**

***CERTIFICATE OF REGISTERED AGENT  
OF***

\*\*\*\*\*VIP BRAZIL TELEVISION, INC\*\*\*\*\*

*(name of corporation)*

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 200 Biscayne Way # 6A

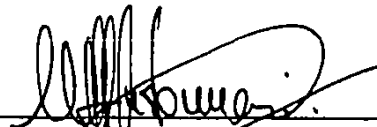
Miami, Florida 33131

has named MARCIO A. ANTONUCCI

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

  
\_\_\_\_\_  
(Registered agent)  
MARCIO A. ANTONUCCI

**FILED**  
97 JUN 11 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA