

P 97000054/55

SECRETARY OF STATE
CORPORATION DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

FILED

97 JUN 19 AM 11:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: T.V. RADIO LABORATORIES, INC.

100002208461--9
-05/11/97 01034-014
****122.50 ****122.50

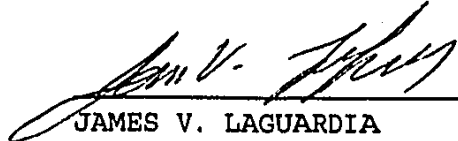
GENTLEMEN:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER WITH
A COPY OF SAID ARTICLES FOR T.V. RADIO LABORATORIES, INC.

AND OUR CHECK IN THE AMOUNT OF \$122.50 AS FOLLOWS:

FILING FEES	\$35.00
CERTIFIED COPY	\$52.50
REGISTERED AGENT DESIGNATION	<u>\$35.00</u>
TOTAL	\$122.50

RESPECTFULLY SUBMITTED,


JAMES V. LAGUARDIA

T.V. RADIO LABORATORIES, INC.

W 97-13125
Pkt 6/19/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 11, 1997

JAMES V. LAGUARDIA
4305 CORAL SPRINGS DRIVE
CORAL SPRINGS, FL 33065

SUBJECT: T.V. RADIO LABORATORIES, INC.
Ref. Number: W97000013725

We have received your document for T.V. RADIO LABORATORIES, 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 097A00031493

June 17, 1997

Pamela Hall
Florida Department Of State
Division Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

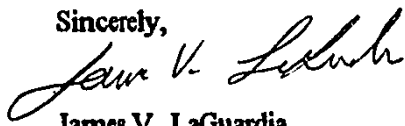
Subject: T.V. RADIO LABORATORIES, INC.
Ref. Number: W97000013725

Dear Ms. Hall:

In response to your Letter Number 097A00031493, dated June 11, 1997, I have made the necessary corrections to include the principal address and mailing address in the Articles Of Incorporation.

Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, appearing to read "James V. LaGuardia".

James V. LaGuardia

FILED

97 JUN 19 AM 11:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

T.V. RADIO LABORATORIES, INC.

ARTICLE I

Corporate Name

The name of this corporation is T.V.RADIO LABORATORIES, INC.

The address of the principal office of this corporation shall be 8039 West Sample Road, Coral Springs, Florida 33065, and the mailing address of the corporation shall be the same.

ARTICLE II

Purpose

This corporation is organized for the following purposes:

1. To purchase, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, teaching (instructing), and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, or telegraph company.
2. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises and licenses, in the State of Florida and in all other States.

3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

4. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other State or Government, and while owner of such stock, to exercise all the rights, powers and privileges or ownership, including the right to vote such stock.

6. To carry on any lawful business necessary or incidental to the attainment of the purposes of this corporation whether or not such business is similar in nature to the purposes of transacting any or all lawful business.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock with each share having a par value of \$1.00.

ARTICLE IV

PRE-EMPTIVE RIGHTS

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

ARTICLE V

CORPORATION EXISTENCE

This corporation shall have perpetual existence and its existence shall commence upon filing these Articles of Incorporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 4305 CORAL SPRINGS DRIVE, Coral Springs, Florida 33065 and the name of the initial registered agent of this corporation at that address is JAMES V. LAGUARDIA.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two director initially. The number of directors may be either increased or decreased from time to time by by-laws, but shall never be less than one. The name and address of the initial directors of this corporation shall be:

JAMES V. LAGUARDIA
4305 CORAL SPRINGS DRIVE
Coral Springs, Florida 33065

President/Secretary

FRANCES T. LAGUARDIA
4305 CORAL SPRINGS DRIVE
Coral Springs, Florida 33065

Vice President/Treasurer

ARTICLE VIII

LIMITATIONS AND RELATIVE RIGHTS OF CAPITAL STOCK

Section 1. Dividends.

The holders of record of the capital stock shall be entitled to cash or stock dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors. Cash or stock dividends, if any, shall accrue from the date of issue, unless decided otherwise by the Board of Directors.

Section 2. Rights upon Liquidation or Dissolution.

After payment of all of the debts, liabilities, and responsibilities of the corporation, the holders of capital stock shall be entitled to distribute the remaining assets of this corporation in such a manner that the assets shall be payable to and distributed ratably among the holders of record of capital shares in proportion to the number of shares held and owned by each shareholder. Any liquidation of this Section shall not treat accumulated dividends as set forth in Section 1 that have not been distributed in any preferential manner.

Section 3. Voting Rights.

Except as otherwise provided by law the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding capital shares.

ARTICLE IX

RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite the name:

JAMES V. LAGUARDIA	250 Shares
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FRANCES T. LAGUARDIA	250 Shares
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Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and at the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and the corporation.

ARTICLE X

SHAREHOLDERS QUORUM AND VOTING

All of the shares entitled to vote shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of all of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

INCORPORATORS

The names and address of the Corporation's incorporators are
JAMES V. LAGUARDIA, 4305 CORAL SPRINGS DRIVE, Coral Springs,
Florida 33065.

ARTICLE XII

POWERS

This corporation shall have all of the corporate powers
enumerated in the Florida GENERAL CORPORATION ACT, except this
corporation shall not have the power to conduct business in
violation of its Articles of Incorporation, By-Laws or any
Stockholders Agreement on file with the corporation.

ARTICLE XIII

DIRECTOR'S RESIDENCY AND COMPENSATION

Directors of this corporation need not be residents of the
State of Florida. The shareholders of the corporation shall have
the exclusive authority to fix the compensation of the directors
of this corporation.

ARTICLE XIV

NAMES OF CORPORATE OFFICERS

JAMES V. LAGUARDIA
FRANCES T. LAGUARDIA

President/Secretary
Vice President/Treasurer

ARTICLE XV

DIRECTOR OF QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of 51% of the directors present and voting, shall be the act of the Board of Directors.

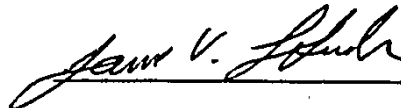
Provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI

INDEMNIFICATION

The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida laws existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned subscribers have
executed these Articles of Incorporation this 4 day of June
 , 1997.



JAMES V. LAGUARDIA

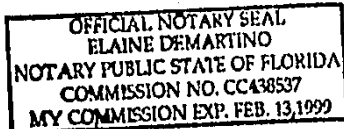
STATE OF FLORIDA)


) ss

COUNTY OF BROWARD)

BEFORE ME, the undersigned, a Notary Public, authorized to
take acknowledgments in the State and County set forth above,
personally appeared JAMES V. LAGUARDIA known to me and known to
be the person who executed the foregoing Articles and who
acknowledged before me that they executed these Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 4 day of June, 1997.




NOTARY PUBLIC, STATE OF Florida

FLORIDA

AT LARGE

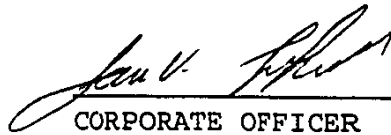
My Commission Expires:

Feb 13 1999

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 607.325 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

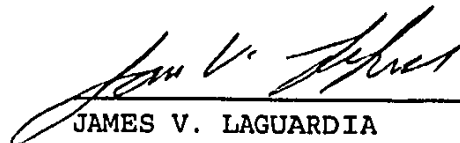
First, that T.V. RADIO LABORATORIES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Fort Lauderdale, Florida, has named JAMES V. LAGUARDIA, located at 4305 CORAL SPRINGS DRIVE, Fort Lauderdale, Florida, as its agent to accept service of process within the State of Florida.


CORPORATE OFFICER

FILED
98 JUN 19 AM 11:48
TALLAHASSEE, FLORIDA
CLERK OF DISTRICT COURT

Dated:

HAVING BEEN NAMED to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JAMES V. LAGUARDIA
Resident Agent

Dated: June 1, 1997