

P970000063179

TRANSMITTAL LETTER

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

FILED
97 JUL 21 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Consumer Guide Television Network, Inc.
(proposed corporate name)

100002242791--7
-07/21/97--01086--010
****122.50 ****122.50

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$ 122.50.

FROM: Mr. David A. Fiorini
721 Virginia Drive
Orlando, Florida 32803
(407) 228 - 4660

9/17-22-97

ARTICLES OF INCORPORATION

OF

Consumer Guide Television Network, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Consumer Guide Television Network, Inc.

FILED
97 JUL 21 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**721 Virginia Drive
Orlando, Florida 32803**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **15,000 shares**

****Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any shares shall be at a fair valuation to be fixed by the Board of Directors.***

ARTICLE IV REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**David Fiorini
721 Virginia Drive
Orlando, Florida 32803**

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

**David A. Fiorini
709 Windwillow Circle
Winter Springs, Florida 32708**

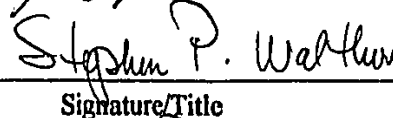
**Steven P. Walthers
721 Virginia Drive
Orlando, Florida 32803**

**Joe Becker
721 Virginia Drive
Orlando, Florida 32803**

The undersigned has (have) executed these Articles of Incorporation this

10th day of July, 1997.

 President
Signature/Title

 Vice-President
Signature/Title

 Secretary-Treasurer
Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: Consumer Guide Television Network, Inc.

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

David A. Fiorini
721 Virginia Drive
Orlando, Florida 32803

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 21 AM 10:43

FILED

Signature _____

(Corporate Officer)

Title: President

Date: 7/10/97

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

DATE 7/10/97