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Requestor Name  
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SECTION ONLY

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-08/07/97--01057--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Nice & Easy Auto Sales, Inc.

97 AUG -7 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

Empire Toll Free: 1-800-432-3028

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|--|---|---|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Foreign            | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation         | <input type="checkbox"/> Certified Copy     | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Photo Copies        | <input type="checkbox"/> Call When Ready    | <input type="checkbox"/> After 4:30                 |
| <input type="checkbox"/> Will Wait           | <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out                   |
| <input checked="" type="checkbox"/> Pick Up  | <input type="checkbox"/> Call If Problem    |   |

Name	
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CR2E031 (R8-85)

RECEIVED  
97 AUG -7 AM 11:28  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

July 28, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: NICE & EASY AUTO SALES, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost of the filing fees, copy of Articles of Incorporation and fee for registered agent designation for the above named corporation.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Charles V. [unclear]", with a large, sweeping flourish at the end.

ARTICLES OF INCORPORATION

of

NICE & EASY AUTO SALES, INC.

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:

NICE & EASY AUTO SALES, 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 SIX HUNDRED shares (600) of ONE Dollar(s) (\$1) par value Common Stock, which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPLE OFFICE**

The name and street address <sup>principal office</sup> of the Initial Registered Agent of this Corporation is:

OWEN V. HENRIQUES  
4590 N.W. 3RD COURT  
PLANTATION,

FL

33317

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have ONE (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

OWEN V. HENRIQUES  
4590 N.W. 3RD COURT  
PLANTATION,

FL

33317

**ARTICLE VII - INCORPORATORS**

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

OWEN V. HENRIQUES  
4590 N.W. 3RD COURT  
PLANTATION,

FL

33317

IN WITNESS WHEREOF, the undersigned director(s) have executed these Articles of Incorporation this 5th day of Aug, 1997.

*Owen V. Henriques*

\_\_\_\_\_

\_\_\_\_\_

STATE OF FLORIDA

COUNTY OF Broward

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

OWEN V. HENRIQUES

\_\_\_\_\_

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that He executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 28th day of July, 1997.

(Notary Seal)

*Laura Streimer*  
(Notary Public, State of Florida at Large)

My Commission expires:



LAURA STREIMER  
MY COMMISSION # CC390587 EXPIRES  
July 7, 1998  
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT  
OF**

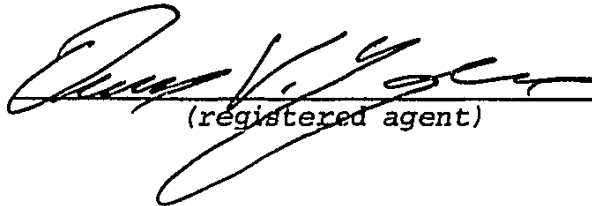
**NICE & EASY AUTO SALES, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.034, 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 4590 N.W. 3rd Court, Plantation, Florida 33317 has named Owen Vincent Henriques located at the aforesaid address, as its Registered Agent to accept service of process within this state. The principal and mailing address of the corporation is the same as the registered agent.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, 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)

97 AUG -7 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

P97000068439

Frederick L. Kramer

1208 Marine Way Suite 703  
North Palm Beach, Florida 33408

August 4, 1997

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

900002259609--3  
-08/06/97--01081--008  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen,

Enclosed please find a check in the amount of \$122.50 for the filing of the Articles of Incorporation of Channel Entertainment International, Inc..

Thank you for your immediate attention.

Regards,

*Frederick L. Kramer*  
Frederick L. Kramer

FILED  
97 AUG -6 PM 12:27  
TALLAHASSEE, FLORIDA  
DIVISION OF STATE

AUG 7 1997 : BSB

**FILED**

97 AUG -6 PM 12: 27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
Channel Entertainment International, Inc.**

**THE** undersigned, acting as incorporator of Channel Entertainment International, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is: Channel Entertainment International, Inc.

**ARTICLE II. ADDRESS**

The mailing address of the corporation is: 1208 Marine Way Suite 703, North Palm Beach, Florida 33408

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 1208 Marine Way Suite 703, North Palm Beach, Florida 33408 and the name of the corporations initial registered agent at that address is: Frederick L. Kramer.

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

Name  
Frederick L. Kramer

Address  
1208 Marine Way Suite 703  
North Palm Beach, Florida 33408

**ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator is:

Name  
Frederick L. Kramer

Address  
1208 Marine Way Suite 703  
North Palm Beach, Florida 33408



The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this agreement becoming effective on the date corporate existence begins.

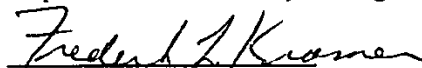
#### **ARTICLE IX. BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and not the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### **ARTICLE X. AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provisions in these Articles of Incorporation in the manner described by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation the 5th day of August 1997.



Frederick L. Kramer  
Incorporator

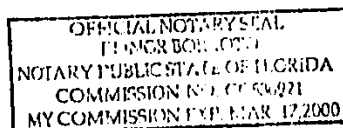
**STATE OF FLORIDA  
COUNTY OF BROWARD**

**BEFORE ME**, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared Frederick L. Kramer, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed these Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal in the State and County aforesaid this 5th day August of 1997



Notary Public



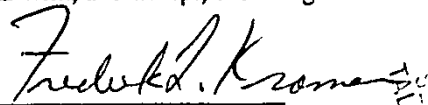
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WRITTEN WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Frederick L. Kramer, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, and named as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporations Act, and am familiar with, and accept, the obligations of that position.



Frederick L. Kramer  
Registered Agent

**FILED**  
91 AUG -6 PM 12:27  
TALLAHASSEE, FLORIDA