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KIRCHER & VAIL, P.A.
Attorneys at Law

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Admitted in Florida (No. 777943)
and Ohio (No. 0018510)

97 OCT -2 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Email: patvail@cybermax.net
Admitted in Florida (No. 0761818)
and Ohio (No. 0009046)

October 1, 1997

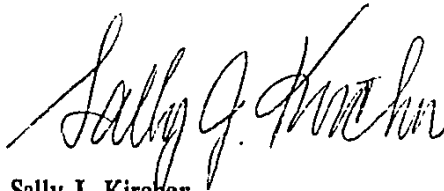
Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-10/02/97--01091--016
****122.50 ****122.50

Enclosed are Articles of Incorporation for Through The Wire, Incorporated and a check, made payable to the Secretary of State, in the amount of One Hundred twenty-two & 50/100 Dollars (\$122.50) to cover the cost of filing these Articles. Please return a certified copy to me in the pre-stamped, self-addressed Priority Mail envelope.

Thank you for your cooperation in this matter.

Sincerely,



Sally J. Kircher

P. Hall
OCT - 3 1997

**ARTICLES OF INCORPORATION
OF
THROUGH THE WIRE, INCORPORATED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is **THROUGH THE WIRE, INCORPORATED**.

ARTICLE II

PRINCIPAL AND REGISTERED OFFICE AND REGISTERED AGENT

The principal office and mailing address of this Corporation is 6200 Barnes Road South, Suite C18, Jacksonville, Florida 32216 and the registered office of the Corporation in this State is: One Independent Drive, Suite 3303, Jacksonville, Florida, 32202. The registered agent at this registered office is Sally J. Kircher, Esquire. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1000 shares of voting common stock having no par value and 1000 shares of non-voting common stock with no par value. None of the shares of the Corporation may be issued to anyone other than an individual who has been approved as a shareholder by the Board of Directors and the Shareholders.

ARTICLE IV

INCORPORATORS

The name and post office address of the incorporator is:

Mr. Joseph K. Kiser
6200 Barnes Road South, Suite C18
Jacksonville, Florida 32216

ARTICLE V

RESTRAINT ON ALIENATION OF SHARES

The shareholders of the common stock of the Corporation shall have the power to include in the Bylaws, adopted by a two-thirds majority of the stockholders of the voting common stock of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding common stock of the Corporation by any of its shareholders or disposition of said shares in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation; Provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell, transfer or otherwise dispose of his shares except in accordance with the provisions of these Articles of Incorporation and the By-Laws adopted by the Shareholders as specified in this section.

ARTICLE VI

TERM OF EXISTENCE

The Corporation is to exist perpetually unless terminated sooner pursuant to the provisions of the bylaws of the Corporation.

ARTICLE VII

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is as follows:

- a. To engage in the business of developing tests for use in the cable industry and to provide cable installation/testing services to the cable TV industry;
- b. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments and to own and/or lease real and/or personal property necessary for achieving its corporate purposes;
- c. To engage in any other lawful business permitted by the laws and regulations of the state of Florida;
- d. To do everything necessary and proper for the accomplishment of any of the purposes enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation and in general, either alone or in association with other corporations, firms, or individual, to carry on any lawful pursuit necessary or incidental to the accomplishments of the purposes or the attainment of the objects or the furtherance of such purposes or the objects of the Corporation.

The foregoing paragraph shall be construed as enumerating both objectives and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE VIII

DIRECTORS

The Board of Directors shall consist of from one to seven members, with the initial Board of Directors consisting of the following two persons:

Mr. Joseph K. Kiser
6200 Barnes Road South, Suite C18
Jacksonville, Florida 32216

Mrs. Joy N. Kiser
6200 Barnes Road South, Suite C18
Jacksonville, Florida 32216

ARTICLE IX

CONTRACTS

No contract or other transaction between the Corporation and any person or other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation and any director, individually or jointly, may be a party to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no person, firm or corporation shall be affected by the fact that

any director of the Corporation is a party in any way connected with such person, firm, or corporation and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE X

ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

- a. To enter into or become a partner in any arrangement for the sharing of profits, union of interest, or cooperation, joint venture or otherwise with any person, firm or corporation which is not in conflict with its corporate purpose.
- b. When the board of directors so determines, to offer to sell any increase in the number of shares of common stock which the Board of Directors approves first to shareholders of record at par, pro rata, in relation to their then present holdings in accordance with the Bylaws adopted by the Corporation setting forth the terms and conditions of such purchase.
- c. At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

d. At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

e. To enter into, for the benefit of its employees, one or more of the following:

1. a pension plan
2. a profit-sharing plan
3. a thrift and savings plan
4. other retirement, health care, disability or incentive compensation plans

ARTICLE XI

INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE XII

BY-LAWS

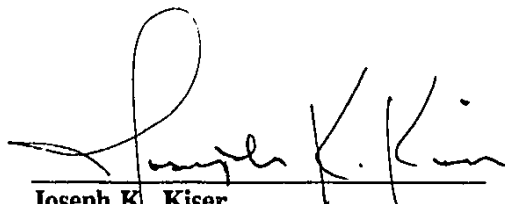
The Shareholders and Incorporators shall adopt Bylaws for this Corporation and the Board of Directors may, from time to time, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the Stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator of the Corporation, has executed the foregoing Articles of Incorporation on this 1st day of OCTOBER, 1997.



Joseph K. Kiser
Incorporator

STATE OF FLORIDA)

COUNTY OF DUVAL)

BEFORE ME, the undersigned authority, personally appeared Joseph K. Kiser who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 15th day of October, 1997. Joseph K. Kiser is personally known to me or has produced Ida. Driver's Lic. as identification.

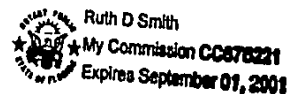
Ruth Smith

Ruth Smith

NOTARY PUBLIC, State of Florida

My Commission Number is:

My Commission expires:



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

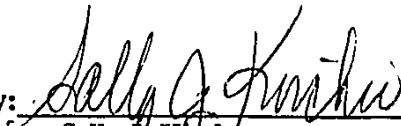
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statute, the following is submitted, in compliance with said Act.

First, that **Through The Wire, Inc.**, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation in Jacksonville, Duval County, State of Florida, has named **Sally J. Kircher**, located at One Independent Drive, Suite 3303, Jacksonville, Duval County, State of Florida 32202, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the responsibility to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office.

By: 
Sally J. Kircher

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PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000016474 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: J M PLANNING GROUP, INC.

AUDIT NUMBER.....H97000016474

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

B. McKnight OCT 03 1997

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CERTIFICATE OF INCORPORATION
OF

J M PLANNING GROUP, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be:

J M PLANNING GROUP, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation shall be to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida and:

(a) To Engage in publishing

and to do any and all things necessary for the carrying out of this business or any sidelines thereto.

(b) To purchase or acquire by gift, devise, bequest, or otherwise, and to hold, own, use, lease, mortgage, pledge, sell, convey, assign, transfer, exchange or otherwise dispose of property of every nature and description, real, personal and mixed, or any right or interest therein, without limit as to amount, within or without the State of Florida.

(c) To acquire its own bonds or other obligations or shares of its Capital Stock and to resell or otherwise dispose of the same from time to time to such extent and in such manner and upon such terms as the Board of Directors may determine.

George B. Grosheim
1210 S.E. 5th Street
Deerfield Beach, Fla. 33441
(954) 481-9844
(954) 429-1588 FAX

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TALLAHASSEE, FLORIDA

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(d) To enter into, make and perform contracts of every nature, sort and description, which may be necessary or convenient to the carrying out of this business, with any person, firm, association, corporations, municipality, body politic, county, state or government or dependency agency thereof.

(e) To create, construct, develop, operate, plan and produce any and all types, forms and kinds of advertising media of whatsoever kind and nature or promotion of sales, development of any product or products or any part thereof, without restrictions or limit as to amount in any State of the United States or elsewhere.

(f) To do all and everything necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, provided that the same be not contrary with the laws under which the corporation is organized.

(g) To do all and everthing necessary or proper for and in general the carrying on of any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed thereunder and to do any and all of the things herein above set forth as principle, agent or otherwise, either alone or in conjunction with others and in any part of the world.

ARTICLE III

STOCK

The authorized Capital Stock of this Corporation shall consist of 100 shares of common stock of \$1.00 par value per share which shall be issued for such consideration as may be fixed by the Board of Directors of the Corporation.

ARTICLE IV

CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than \$ 100.00.

ARTICLE V

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved by law.

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ARTICLE VI

PRINCIPAL OFFICE

The registered and principal place of business of this corporation shall be at 3116 N. Federal Hwy., Pompano Beach, Fla. 33064

and the Registered Agent at this place of business will be

Joel Rothke
with the privilege of having branch or other offices at other places within or without the State of Florida or elsewhere.

ARTICLE VII

NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of _____ person(s).

ARTICLE VIII

DIRECTORS

The name and address of the members of the first Board of Directors who shall hold office for the first year of the Corporation's existence or until his successor is elected and has qualified is as follows:

NAME:	OFFICE:	PO/ADDRESS:
Joel Rothke	Pres./Director	2600 N.E. 5th Ave. Boca Raton, Fla. 33431

ARTICLE IX

SUBSCRIBERS

The name and post office address of each subscriber to this Certificate of Incorporation and a statement of the number of shares subscribed for by each are as follows:

NAME:	ADDRESS:	NO. OF SHARES:	VALUE:
Joel Rothke	2600 N.E. 5th Ave. Boca Raton, Fla. 33431	100	\$100.00

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ARTICLE X

SPECIAL PROVISIONS

(a) No contract or other transaction between the corporation and any other corporation in the absence of fraud shall be affected or invalidated by the fact that one or more of the Directors or Officers of the corporation, is, or are interested in, or are directors or officers of such other corporation, and any director, individually or jointly, may be a part or parties to, or may be interested in such contract or transaction of the corporation, with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or officer of the corporation is a person or party to or are interested in such issue or contract, act or transaction, or is in any way connected with the corporation for the benefit of himself or any firm, association or corporation in which he may be interested, and any director of the corporation and such subsidiary or controlled corporation.

(b) The corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation in the manner now or hereafter prescribed by Statute and all rights conferred upon stockholders are subject to this reservation.

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IN WITNESS WHEREOF, WE, the undersigned, being all of the original subscribers to the Capital Stock hereinabove named, have hereunto set our hands and seals the 1st day of October A.D. at Deerfield Beach, Florida.


Joel Rothke Pres.

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, an officer duly authorized to administer oaths and acknowledgements, in the State and County aforesaid, personally appeared Joel Rothke

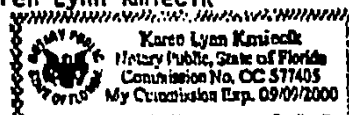
to me well known to be the persons who executed the above and foregoing Certificate of Incorporation of

and acknowledged before me, according to law, that they made and subscribed to the same for the uses and purposes therein mentioned, stated and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of Oct 1997 A.D.


NOTARY PUBLIC

Karen Lynn Kmiecik



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that J M PLANNING GROUP, INC.
desiring to organize under the laws of Florida, with its
principal office, as indicated in the Articles of Incorporation,
at the City of Pompano Beach Florida, hereby
designates Joel Rothke as its agent to
accept service of process for the above stated corporation, at
place designated in this certificate. I hereby accept to act in
this capacity, and agree to comply with the provisions of said
Act relative to keeping open said office.


Joel Rothke Pres.

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