

P970000872H2

U.S. CORPORATION SERVICES, INC.

Legal Incorporators for the United States of America

October 3, 1997

State of Florida  
Corporation Division  
P.O. Box 6327  
Tallahassee, FL 32314

600002314626--3  
-10/08/97--01034--017  
\*\*\*\*122.50 \*\*\*\*122.50

RE: MNC MEDIA, NETWORK & COMMUNICATION, INC.

Ladies & Gentlemen:

Attached please find the articles of incorporation for the formation of the above captioned corporation.

Our check for \$122.50 is in payment of the filing fees and one certified copy of the filed Articles of Incorporation.

Please forward all correspondence to the attention of:

Bengt I. Stenbock  
2200B Douglas Blvd., #100  
Roseville, CA 95661

Thank you,

  
Bengt I. Stenbock

ST/ms

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DIVISION OF CORPORATIONS  
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cf 10/9/97

**ARTICLES OF INCORPORATION  
OF  
MNC MEDIA, NETWORK & COMMUNICATION, INC.**

The undersigned, for the purpose of forming a corporation, hereby certifies and adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

MNC MEDIA, NETWORK & COMMUNICATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation within the State of Florida shall be located at:

2809 Bird Avenue  
Miami, Florida 33133

The resident agent shall be:

DREW S. SHERIDAN  
Attorney at Law  
6401 S.W. 87th Avenue Suite 114  
Miami, Florida 33173

The corporation may also maintain an office or offices at such other place or places, either within or without the State of Florida, as may be determined, from time to time, by the Board of Directors.

ARTICLE III

PURPOSE

The purpose for which this corporation is organized is to engage in any business or activity not forbidden by law or these Articles of Incorporation.

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ARTICLE IV  
CAPITAL STOCK

Section 1. Authorized Shares. The aggregate number of shares which the corporation shall have authority to issue shall consist of a single class of 2,000 shares of capital stock of \$10,000 of par value each, not exceed an aggregate amount of twenty million dollars (\$20,000,000).

Section 2. Consideration for Share. The no-par stock authorized by Section 1 of this Article shall be issued for such consideration as shall be fixed, from time to time, by the Board of Directors. In the absence of fraud, the judgment of the directors as to the value of any property received in full or partial payment for share shall be conclusive.

ARTICLE V  
DIRECTORS

The members of the governing board of the corporation shall be styled directors. The number of directors shall be at least three (3), except in cases where all the shares of the corporation are owned beneficially and of record by either one (1) or two (2) shareholders, the number of directors may be reduced to less than three (3), but to no less than the number of shareholders. The name and address of the director constituting the first board of directors, which shall be one (1) in number, is:

BENGT I. STENBOCK  
2200-B Douglas Blvd., Suite 100  
Roseville, CA 95661

The number of directors may be changed from time to time in such manner as shall be provided by the By-Laws of the corporation.

ARTICLE VI

ASSESSMENT OF STOCK

The no-par stock of this corporation shall not be assessable for any purpose, and no stock issued as fully paid up shall ever be assessable or assessed. The holders of such stock shall not be individually responsible for the debts, contracts, or liabilities of the corporation and shall not be liable for assessments to restore impairments in the capital of the corporation.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation shall be as follows:

BENGT I. STENBOCK

2200-B Douglas Blvd., Suite 100

Roseville, CA 95661

ARTICLE VIII

TERM

The corporation shall have perpetual existence.

ARTICLE IX

DIRECTOR INDEMNITY

Directors and officers are indemnified from personal liabilities for breach of fiduciary duty as a director or officer, except for intentional misconduct, fraud or a knowing violation of law or the payment of dividends in violation of State or federal laws.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation this October 3, 1997.



BENGT I. STENBOCK


### **CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**

Pursuant to the provisions of 607.0501 of the Florida Statutes, MNC MEDIA, NETWORK & COMMUNICATION, INC., organized under the laws of the State of Florida, submits the following statement designating the registered agent of this Corporation, in the state of Florida.

1. The name of the corporation is MNC MEDIA, NETWORK & COMMUNICATION, INC.
2. The name and address of the registered agent of the Corporation is:

DREW S. SHERIDAN, ESQ.  
6401 S.W. 87th Avenue, Suite 114  
Miami, Florida 33173  
Tel. (305) 596-3368

ACKNOWLEDGMENT: Having been named as registered agent and to accept service of process for this Corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the duties, and responsibilities and obligations of my position as registered agent of the corporation.

  
DREW S. SHERIDAN  
Attorney at Law

Date:

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