

P97000088155

Richard D. Bryce  
Requestor's Name

386 NE 191 street  
Address

miami 71 33179  
City/State/Zip Phone #

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-10/02/97--01082--003  
\*\*\*\*131.25 \*\*\*\*131.25

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
97 OCT 13 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 3, 1997

RICHARD D. BRYCE  
386 NE 191 STREET  
MIAMI, FL 33179

SUBJECT: TROPICAL TELEVISION FLORIDA, INC.  
Ref. Number: W97000022661

We have received your document for TROPICAL TELEVISION FLORIDA, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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 (850) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 297A00048704

October 6, 1997

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

Ref. Number W97000022661

As per your letter dated October 3, 1997, the requested information is as follows:

Address during working hours: 386 NE 191 Street  
Miami, Fl. 33179

Telephone Number: (305) 651-0920

Thank you.

Yours truly,

  
.....  
Richard D. Bryce

ARTICLES OF INCORPORATION  
OF  
TROPICAL TELEVISION FLORIDA, INC.

FILED  
97 OCT 13 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation is TROPICAL TELEVISION FLORIDA, INC.

ARTICLE 11

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE 111

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 1V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

#### ARTICLE V

The name of the initial registered agent of this corporation is Richard D. Bryce. The street address of the initial registered office of the corporation in the State of Florida is 386 NE 191 Street, Miami, Florida 33179 and the principal place of business of the corporation is 386 NE 191 Street, Miami, Florida 33179.

#### ARTICLE VI

The affairs of the Corporation are to be managed by the following officers:

President  
Vice President  
Secretary  
Treasurer

#### ARTICLE VII

The officers who are to serve until the first election of the directors are as follows:

President	Richard Bryce
Vice President	Mark Roberts
Vice President	Basil M. Bernard
Vice President	Gregory Silvera
Secretary	Stacey Silvera
Treasurer	Marlene A. Bernard

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

The corporation shall have five (5) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial directors are:

RICHARD D. BRYCE	624 NE 205 Terr. Miami, Florida 33179
MARK ROBERTS	3419 Ridgewood Road Atlanta, Georgia 30327
BASIL M. BERNARD	624 NE 205 Terrace Miami, Florida 33179

MARLENE A. BERNARD

624 NE 205 Terrace  
Miami, Florida 33179

GREGORY SILVERA

20221 NE 21 Avenue  
Miami, Florida 33179

STACEY SILVERA

20221 NE 21 Avenue  
Miami, Florida 33179

#### ARTICLE IX INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is C. Marie Brevitt-Schoop, 1191 N.E. 200 Street, North Miami, Florida 33179.

#### ARTICLE X

##### BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholder.

#### ARTICLE XI


##### INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE XII  
AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

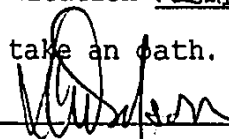
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 29<sup>th</sup> day of Sept, 1997.

  
C. Marie Brevitt-Schoop-Incorporator

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of September, 1997 by C. Marie Brevitt-Schoop as the Incorporator of **TROPICAL TELEVISION FLORIDA, INC.** a Florida corporation, on behalf of the corporation. She is personally known to me or has produced as identification FLORIDA DRIVERS LICENSE # S 100-102-57-624 and did (did not) take an oath.

  
NOTARY PUBLIC (Signature)  
State of Florida, at Large

My Commission Expires:



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

In compliance with Sections 48.091 and 607.034, Florida Statutes  
the following is submitted:

FIRST that TROPICAL TELEVISION FLORIDA, INC., desiring to  
organize or qualify under the laws of the State of Florida with its  
principal place of business at 386 NE 191 Street, Miami, Florida  
33179 has named Richard D. Bryce located at 386 NE 191 Street,  
Miami, Florida 33179 as its agent to accept service of process  
within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated  
corporation, at Place designated in this Certificate, I hereby  
agree to act in this capacity, and I further agree to comply with  
the provisions of all statutes relative to the proper performance  
of my duties.

Dated this 8th day of October, 1997.

By: \_\_\_\_\_

RICHARD D. BRYCE  
Registered Agent

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97 OCT 13 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA