

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P970000096885

Retail Television, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 NOV 13 PM 1:29

000002345996--3  
-11/13/97--01038--012  
\*\*\*\*122.50 \*\*\*\*122.50

Signature

Requested by:

Wheeler 11-13-97 12:00  
Name Date Time

Walk-In Will Pick Up

<input checked="" type="checkbox"/>	Art of Inc. File <u>Cert</u>	<b>EFFECTIVE DATE</b> <u>11-07-97</u>
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

RECEIVED  
97 NOV 13 AM 10:37  
11-13-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 NOV 13 PM 1:29

New Elements And Derivatives Copyright 1995, 1996 and 1997:

JAMES R. LEONE  
Attorney at Law  
1275 Lake Heathrow Lane, Suite 115  
Heathrow, Florida 32746

(407) 805-9200  
FAX 805-9030

P. O. Box 948202  
Maitland, Florida 32794-8202

EFFECTIVE DATE  
11-07-97

Licensed to the parties for the purposes indicated herein,  
and to any person for storage and reproduction as is, complete or partial with Copyright notice.

ARTICLES OF INCORPORATION

OF

**RETAIL TELEVISION, INC.**

a for profit corporation formed under  
Florida Statutes Chapter 607,  
The Florida Business Corporation Act

ARTICLE I - NAME

The name of this corporation is:

RETAIL TELEVISION, INC.

ARTICLE II - PRINCIPAL OFFICE STREET AND MAILING ADDRESSES

The street address of the initial principal office, and, if different, the mailing address of the corporation,  
is as follows:

1275 Lake Heathrow Lane, Suite 115  
Heathrow, Florida 32746

Mailing Address:  
same

## ARTICLE III - CAPITAL STOCK

### 3A. Number And Classes Of Shares

3A(1) Total Shares Issuable; Applicable Terms. The number of shares of capital stock this corporation is authorized to issue and have outstanding at any one time is **Two Hundred Thousand (200,000) shares, all with NO PAR OR STATED VALUE unless otherwise specified.** If a par or stated value is specified, stock may not be originally issued by the corporation for a consideration of less than par or stated value. Stock shall be issued only for consideration, as permitted by law, and the dollar value thereof shall be determined by the Board of Directors. For accounting and other purposes, any required allocation of consideration for shares with no par or stated value shall be \$.01 per share for paid in capital or as otherwise legally determined by the Board of Directors or its delegates. The corporation's stock authorized for issuance pursuant to the provisions of applicable law, consists of the following number of shares and classes, subject to any legally permissible terms set forth in these Articles, as may be amended.

3A(2) Series A Common Shares. One Hundred Thousand (100,000) shares of Common Stock, Series A, being nonvoting stock except as absolutely required by law, without par or stated value.

3A(3) Series B Common Shares. One Hundred Thousand (100,000) shares of Common Stock, Series B, being voting stock, with one vote per share upon all matters, without par or stated value.

3A(4) Special Shares. -0- shares of special shares, issuable in one or more classes or series as indicated herein and otherwise as permitted by law, without par or stated value.

3A(4)(A) Certain Terms Of Special Or Other Shares. As required by law, each class or series of special shares (or any other class or series of shares of stock) shall be designated herein by amendment prior to issuance, as Preferred Shares or by any name and/or letter or number, but such name shall be (A) other than common shares if entitled to preference in the distribution of dividends or assets, or (B) other than preferred shares if not entitled to preference in the distribution of dividends or assets.

3A(5) Relative Rights, Preferences And Limitations. Variations in the relative rights, preferences and limitations of various securities may be as stated under "Certain Terms Of Special Or Other Shares", Section 3A(4)(A) herein, and "Board Power to Designate Securities And Fix Terms", Section 3C(1) herein, or elsewhere in these Articles.

3A(6) S Corporation Share Restrictions And Tax Distributions. If and so long as the corporation shall have in effect an S Corporation election under the Internal Revenue Code for tax treatment as if it were a partnership, then no class or series of shares other than Common Stock, voting and/or nonvoting, shall be issuable, and no shares shall be issuable or transferable except to an individual eligible to be an S Corporation shareholder, and otherwise in accordance with the requirements for an S Corporation. Also, the corporation shall distribute thirty (30) days prior to the dates payable by the shareholders, an amount equal to estimated income taxes payable at the federal and state levels.

### 3B. Common Stock Series; Voting And Dissolution Rights Of Common And Other Stock.

3B(1) Common Stock Rights In General. Common Shares shall have all of the proprietary interests in the corporation, nonexclusively including all rights as to voting, dividends, and assets, except as expressly provided to the contrary herein or by operation of law, and subject only to any preferences and rights expressly granted to any other class or series of securities.

3B(2) Voting Rights. Common Stock Series B has unlimited voting rights. but additional classes or series of voting shares of any nature may be established to the extent permitted by law. References to "vote" or "voting" herein, in the Bylaws, or other governing documents, shall be deemed to include action by written consent to the full extent permitted by law.

3B(3) Rights To Assets Following Dissolution. Unless otherwise specified, holders of Common Shares are entitled to receive prorata share by share the net assets of the corporation following dissolution (and liquidation of assets and payment of creditors), but additional classes or series of shares or other securities of any nature entitled to receive the net assets of the corporation following dissolution (and liquidation of assets and payment of creditors) may be established to the extent permitted by law.

3B(4) Other Series Of Common Stock. In particular, other classes or series of Common Shares may be established by the Board of Directors.

3B(5) Cross Reference To Stock Designation Requirements Of Law. See "Certain Terms Of Special Or Other Shares", Section 3A(4)(A) herein.

### 3C. Additional Classes Or Series; Redesignation Of Securities.

3C(1) Board Power To Designate Securities And Fix Terms. The Board of Directors shall have full authority to the extent permitted by law to amend these articles to establish one or more classes or series of any common, preferred, special or other class or series of stock or other securities, to designate same, and to fix and determine the variations in the relative rights, preferences and limitations between classes or series. See "Certain Terms Of Special Or Other Shares", Section 3A(4)(A) herein. Also, the Board of Directors may redesignate the title of any class or series of any outstanding or unissued securities in a distinguishable manner from every other class or series, by amendment hereto. The Board of Directors may or may not require or permit replacement of any securities certificates at any time other than upon transfer, subdivision or consolidation of holdings, at which time replacement shall be required, to show the new designation.

### 3D. Stock Repurchase Provisions.

3D(1) Voluntary Or Mandatory Redemption. As to every share of stock including the initial shares issued, the Board of Directors shall approve prompt repurchase thereof upon written request of the holder thereof or on the Board's own motion.

### 3D(2) Annual Redemption Limit, ALL OF A HOLDER'S SHARES REDEEMED.

3D(2)(A) 25% Per Year Redemption Limit. Unless otherwise mutually agreed in a writing signed by a shareholder and the corporation, or unless the Board of Directors shall otherwise determine, such repurchase shall be limited to an aggregate of TWENTY-FIVE PERCENT (25%) of the outstanding stock on January 1 each year. The annual TWENTY-FIVE PERCENT (25%) allocation shall first be made available pro rata as to all shares as to which a written notice of redemption is actually received from shareholders during January of a given year. Any remainder shall be available for repurchases thereafter initiated by notice(s) actually received from the Board or shareholders, on a first come, first served basis, beginning at the opening of business on the first regular business day in February.

3D(2)(B) ALL SHARES OF HOLDER REPURCHASED IF BOARD CALLS FOR NON-PRORATA REDEMPTION. If the Board (rather than a shareholder) calls for redemption other than on a pro rata basis from all holders of all series of a class of shares, then the corporation shall repurchase all shares of a holder affected by a redemption call by the Board.

3D(3) Redemption Price Determination.

3D(3)(A) General Redemption Price Terms.

3D(3)(A)(i) Fair Market Value. Stock repurchase shall be made at the current fair market value of the stock as a pro rata percentage of the total net equity value of that class of stock of the corporation on the date the notice of redemption is actually received from or is sent to a shareholder.

3D(3)(A)(ii) Value By Agreement Or Appraisal(s). Such value shall be determined by good faith agreement within fourteen (14) days of notice on a basis equitable to all security holders, considering all relevant factors. Otherwise, within twenty-one (21) additional days, if practical, such value shall be determined as the average of values reported by up to three (3) independent professional appraisers, one each intended to be chosen and paid, respectively, by the shareholder and by the corporation, and another to be chosen by the other appraiser(s), and paid equally by the shareholder and the corporation. Nevertheless, any lower redemption call price available to the corporation which has been established as to a particular class or series of stock shall prevail, in order to avoid waste of corporate assets. Estimated appraiser(s) fees shall be paid or escrowed by collected deposit (cash checks) with one or more attorneys at law or third party agent(s) prior to the commencement of appraisals. If one party declines to appoint its appraiser (or fails to pay or deposit the estimated fee), but does wish to share equally the fee of another appraiser, and if each of the parties deposits one-half of the estimated fee, then the other party's appraiser shall appoint a second appraiser. If the parties agree upon a single appraiser and deposit the fee, then a single appraiser shall be used. The appraiser(s) shall be given a copy of these Articles and all other relevant information by the corporation, and shall consider same and all other relevant factors, and shall render written report(s) to the corporation and to the shareholder.

3D(3)(B) Maximum Redemption Price And Time Restrictions.

3D(3)(B)(i) Price Restrictions. In no event shall shareholders be paid a redemption price less than any redemption price specified in a document pursuant to which they acquired their shares, even if such redemption price exceeds fair market value, so long as such redemption price does not exceed two hundred percent of (200%, or double) the fair market value of net consideration collected by the corporation for such shares, when collected.

3D(3)(B)(ii) Time Restrictions. By terms specified in a document pursuant to which shareholders acquired their shares, redemption may be conditioned upon some occurrence or passage of time, but in no event may such delay prevent redemption hereunder beyond thirty six (36) months from the date consideration is received (assuming the consideration is only subject to normal collection, such as on a check or other instrument of cash consideration).

3D(4) Redemption Effective Upon Mailing Payment. Repurchase is effective for all purposes upon the sending of both (A) the repurchase price in cash (deemed to include a check immediately collectible in funds local to the principal corporate office) by postpaid mail and (B) notice thereof sent by separate postpaid mailed envelope. Each such mailing shall be sent to the last known address of record of the shareholder (with a duplicate notice to any different known address). Each mailing shall be receipted with evidence of deposit

thereof. Each mailing shall be sent by U.S. Mail or by any other national commercial delivery service giving evidence of deposit for delivery. Such forms of mailing are collectively referred to as "**Deposit Receipt Mailing**". Any payment returned for any reason shall be deposited promptly with a bank, trust company, or other financial institution upon an irrevocable obligation to pay the former shareholder the redemption price upon surrender of the shares, and to remit the interest back to the corporation for its benefit, except to the extent otherwise agreed. Such payment may be returned to the corporation after thirty-six (36) months for deposit in its general bank account, subject to no restrictions. Thereafter, the redeemed shareholder shall have no claim except as a general unsecured creditor for the redemption payment price, without interest.

**3D(5) Payment By Promissory Note Issuance.** However, if readily available cash does not permit full payment in cash, payment may be made by issuance of a one-seventh (1/7) cash down payment and a promissory note payable without interest in six (6) equal monthly installments. Such note shall be secured by all the stock. The certificate (or any other tangible evidence of rights) for the stock shall be held by an attorney at law as escrow agent, who is named by the corporation. The corporation shall instruct the transfer agent not to register any transfer thereof except by the escrow agent or by mutual agreement signed by the shareholder and the corporation.

**3D(6) Redemption Rescindable For Default Under Note.** At the shareholder's option, such repurchase may be rescinded in its entirety or as to the unpaid portion thereof, upon the corporation's default under such a promissory note uncured for fourteen (14) days following the shareholder's sending of a sworn notice of default to the corporation by certified mail, return receipt requested, or by another form of Deposit Receipt Mailing, with provision also made for delivery receipt. Such option may be exercised by, and shall be effective upon, such sending of notice of rescission. If monies actually received are not returned with the notice of rescission, then rescission shall be deemed to be exercised only as to unpaid shares.

**3D(7) No Prejudicial Effects On Voting Or Other Rights Until Note Is Paid.** Until any such repurchase note is paid in full, or a partial or complete rescission is effected on the corporation's books, no action shall be taken or permitted which is or would be dilative to any extent or otherwise materially prejudicial to the selling shareholder's voting power or other rights in the event a rescission should occur, except that remaining shareholders may duly replace directors (and directors may duly replace officers), all without cause.

**3D(8) Limitation On Redemption If Any Share Is Not Included In Redemption.** At all times that shares of the corporation are outstanding, one or more shares that together have unlimited voting rights and one or more shares that together are entitled to receive the net assets of the corporation upon dissolution, must be outstanding.

### **3E. Bylaws May Define And Clarify These Provisions.**

To the extent permitted by Florida Statutes Section 607.0601(3)(b) the Bylaws may define and clarify any provisions contained herein relating to stock shares or other securities.

## **ARTICLE IV - REGISTERED OFFICE AND AGENT APPOINTMENT**

The street address of the registered office of this corporation shall be:

1275 Lake Heathrow Lane, Suite 115  
Heathrow, Florida 32746

The name of the registered agent of this corporation at the registered office of this corporation shall be:

**JAMES R. LEONE**

The written statement of the simultaneous acceptance of appointment of the registered agent, required by Florida Statutes Sections 607.0501(3) and 607.0505, is enclosed with this appointment.

ARTICLE V - INCORPORATOR(S)

The name and address of each incorporator of the corporation is:

Name	Address
<b>JAMES R. LEONE</b>	1275 Lake Heathrow Lane Heathrow, Florida 32746

ARTICLE VI - DURATION; EFFECTIVE COMMENCEMENT DATE

This corporation shall exist perpetually. This corporation shall commence at the time and on the date of filing of these Articles, unless

(A) these Articles are filed within five (5) business days after an earlier date stated herein, in which case the earlier date specified herein shall be the effective date, or

(B) a later date is stated herein which is within ninety (90) days after the date of filing, in which case such later date shall be the effective date.

Any such different commencement date and time shall be:

Date: November 7, 1997

Time: 9:00 A.M., Eastern Time

If no time is specified on an effective date (different than the filing date), then the Articles shall become effective as of the close of business on such different date.

ARTICLE VII - CERTAIN STATUTORY EXCEPTIONS

This corporation hereby elects to be excepted from the following provisions of law or any comparable replacement provisions:

Florida Statutes Section 607.0901 "Affiliated Transactions", as permitted by Subsection (5) therein.

Florida Statutes Section 607.0902, "Control-Share Acquisitions", as permitted by Subsection (5) therein.

## ARTICLE VIII - AMENDMENT

8A. General Amendment Provision. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or the corporation's Bylaws, or in any amendment hereto, and all rights conferred upon the shareholders are subject to this reservation.

8B. Amendment of Articles or Bylaws for Supermajority Quorum or Vote Requirement; Delayed Repeal of This Provision. Any provision of these Articles of Incorporation or the corporation's Bylaws requiring more than a majority quorum or vote of directors or shareholders may be adopted and may be amended or repealed, in each case, only by the percentage vote specified in such provision, so long as this requirement is in effect in this form. This requirement shall remain in effect in this form (A) until amended or repealed by unanimous vote(s), unless it is legally permissible for it to remain in this form as follows, (B) for six (6) months after the taking of a vote or the giving of all the necessary signatures on a consent, pursuant to which vote or consent this requirement is to be repealed or amended or replaced in any fashion (for example, by merger with, or by sale of assets to, a commonly controlled entity) effectively lowering or permitting lowering the vote so required. **This provision may only be repealed or amended by a majority vote of shareholders unless a different vote is required by law, or these Articles of Incorporation.** See Florida Statutes Sections 607.0725, 607.0726, 607.0727, 607.1020, 607.1021, 607.1022.

## ARTICLE IX - DIRECTORS AND OFFICERS

9A. Number Of Directors; Bylaws Automatically Amended To Reflect Number of Directors. The number of directors of this corporation shall be **ONE (1)**. The number of directors may be increased or decreased from time to time by the Bylaws but shall never be less than one, as required by Florida Statutes Section 607.0803. Any duly adopted resolution adding or removing a Director, or setting forth the entire Board of Directors, shall be deemed to amend the Bylaws to the extent necessary to reflect any change in their number, except to the extent a larger number is specifically provided.

9B. Present Directors And Officers. The name and address of each director and officer of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Tom Lupo	1000 Universal Studios Plaza, Building 22-A Orlando, Florida 32813	Director, Chairman, President, Secretary, Treasurer

## ARTICLE X - PURPOSE/BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Florida Statutes Chapter 607, provided that it will not engage in any act or activity requiring the consent or approval of any government official, department, board, agency or other



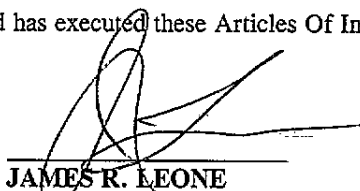
body of any local, state or federal government having jurisdiction over such act or activity, without obtaining such consent or approval.

#### ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and/or the shareholders, except as otherwise provided by law. However, the shareholders, in amending or repealing the Bylaws generally or a particular Bylaw provision, may provide expressly that the Board of Directors may not amend or repeal the Bylaws or that Bylaw provision.

#### SIGNATURE OF INCORPORATOR(S)

IN WITNESS WHEREOF, the undersigned has executed these Articles Of Incorporation this November 7, 1997.

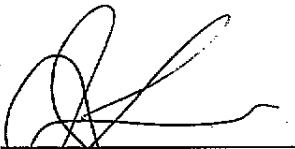


JAMES R. LEONE  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes Sections 607.0501(3) and 607.0505 I hereby accept appointment as a registered agent of this corporation and will accept service of process in legal proceedings as to the corporation, at the registered office stated herein. I am familiar with and I accept the obligations of that position, including Florida Statutes Section 607.0505, and particularly Subsection (9) as to mailing to the corporation notice of receipt of a Florida Department of Legal Affairs subpoena to produce testimony and records. I shall comply with the provisions of all statutes relating to the proper and complete performance of my duties.

November 7, 1997

  
JAMES R. LEONE  
Agent For Service

New Elements And Derivatives Copyright 1995, 1996 and 1997:

**JAMES R. LEONE**

Attorney at Law

1275 Lake Heathrow Lane, Suite 115

Heathrow, Florida 32746

(407) 805-9200

FAX 805-9030

P. O. Box 948202

Maitland, Florida 32794-8202

Licensed to the parties for the purposes indicated herein,  
and to any person for storage and reproduction as is, complete or partial with Copyright notice.

-END OF ARTICLES-

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 13 PM 1:29