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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: JERRY FERNANDEZ & ASSOCIATES, INC.

AUDIT NUMBER.....H98000000221

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

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ARTICLES OF INCORPORATION

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FOR

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JERRY FERNANDEZ & ASSOCIATES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statute, Chapter 607, hereby adopts the following Articles of Incorporation.

ARTICLE I- NAME

The name of the corporation shall be: *JERRY FERNANDEZ & ASSOCIATES, INC.*

ARTICLE II-PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be: 2555 Collins Avenue, # 909, Miami Beach, Florida 33140.

ARTICLE III- CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is: 500 shares.

ARTICLE IV- TREASURY STOCK

Subject to the provisions of the Law, the Corporation may purchase or otherwise acquire, hold and release the shares of its capital stock.

ARTICLE V- REGISTERED AGENT

The name and address of the registered agent of the corporation is: Maria Antonia Guitian, Esq. 330 S.W. 27th Avenue, Suite 703, Miami, Florida 33135 and whose residence is 6490 SW 25th Street, Miami, Florida.

ARTICLE VI- INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Jerry Fernandez, whose address is 2555 Collins Avenue,

Prepared by: MARIA ANTONIA GUITIAN, ESQ. FLA. BAR # 813966
330 S.W. 27th AVE, #703, Miami, FL 33135
(305) 649-0340

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#909, Miami Beach, Florida 33140.

ARTICLE VII- NATURE OF BUSINESS

The nature of the business conducted by the Corporation is to engage in international cable-television consulting in addition to engaging in every lawful business or operation permitted by the Laws of the State of Florida under Chapter 607, including, but not limited to the right and power to manufacture, build, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and invest in trade in, deal in goods, wares, merchandise, real and personal property and services of very kind.

The foregoing shall be construed as independent business and the enumeration of any specific business shall not restrict any other business of the Corporation.

The Corporation may carry on any other lawful business in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation or to enhance the value of its assets.

ARTICLE VIII-MEETINGS

Meetings of the shareholders or directors, as may be assigned, will be held within the State of Florida at such place as the By-Laws of the Corporation may designate or as may be agreed upon by waiver and consent of the all members of the class.

ARTICLE XIX- GENERAL POWERS

The Corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds,

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and all other negotiable papers to hold, bind, and sell stock of other corporations, secure any indebtedness due it in the same manner common to natural persons. The Corporation shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. The Corporation may sue or be sued, contract or be contracted with, and do any and all other acts necessary and incidental to the powers herein specifically designated and any such power designated and expressed in the Florida Statutes.

ARTICLE I- STOCKHOLDERS AND DIRECTORS

The business affairs of the Corporation shall be carried on by the directors. The officers shall be elected by a unanimous board of director(s). There shall be at all times one (1) director. Any action by the shareholders of the Corporation shall be construed as valid and lawful if such action is within the lawful authority of the shareholders under the laws of the State of Florida, Chapter 607.

The Directors of the Corporation at the time of drafting these Articles of Incorporation are:

President: Jerry Fernandez
Vice President: Jerry Fernandez
Treasurer and Secretary: Jerry Fernandez

ARTICLE II- CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE XII- RESERVATION OF RIGHTS

The Shareholders hereby reserve the right to amend or repeal

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any provisions contained in these Articles of Incorporation by unanimous vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this 6th day of January, 1998, for the purposes of forming this Corporation for Profit under the Laws of the State of Florida, and in the office of the Secretary of the State of Florida, these Articles of Incorporation.

Jerry Fernandez

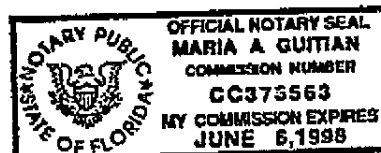
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME the undersigned authority this day personally appeared Jerry Fernandez who has produced identification and who has not taken an oath and who has acknowledged before me that he has executed this document.

Maria A Guitian
Notary Public

My Commission expires:



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
THE ARTICLES OF INCORPORATION

Maria A. Guitian, Esq. having listed her business and residence address above and having been designated Registered Agent in the above and foregoing Articles is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Maria A Guitian
Maria Antonia Guitian

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