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March 6, 1998

Secretary of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

500002455585--1
-08/12/97-01093-010
*****70.00 *****70.00

Re: ASOTV WORLDWIDE FRANCHISE CORP.
Our File Number: 5236.1

900002455689--7
-03/12/98-01093-010
*****70.00 *****70.00

Dear Madam or Sir:

Accompanying this letter you will find an original and a copy of ARTICLES OF INCORPORATION and REGISTERED AGENT DESIGNATION for the above referenced entity, and a check in the amount of \$70.00, to cover your fee for filing the ARTICLES OF INCORPORATION and REGISTERED AGENT DESIGNATION.

Kindly direct the return file stamped copies of the documents to the undersigned, at the above address.

Thank you.

Sincerely,

Kent Huffman

KH/mac

FILED
98 MAR 12 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Don P
3/12/98

ARTICLES OF INCORPORATION OF
ASOTV WORLDWIDE FRANCHISE CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I -- NAME

The name of the corporation shall be ASOTV WORLDWIDE FRANCHISE CORP.

ARTICLE II -- DURATION

The term for which the corporation shall exist shall be perpetual, and its existence shall begin on the date of the execution of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address for the corporation shall be: c/o Kent Huffman, Esquire, 204 Phipps Plaza, Palm Beach, Florida, 33480.

ARTICLE V - SHARES

The corporation is authorized to issue ONE HUNDRED (100) shares of ONE DOLLAR (\$1.00) par value, non-assessable stock.

ARTICLE VI- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: KENT HUFFMAN, ESQUIRE, 204 PHIPPS PLAZA, PALM BEACH, FLORIDA 33480.

ARTICLE VII - AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is: KENT HUFFMAN, ESQUIRE, 204 PHIPPS PLAZA, PALM BEACH, FLORIDA 33480.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) director. The number of Directors may be either increased or diminished from time to time, but may never be less than one (1). The name and address of the initial Director is: KENT HUFFMAN, ESQUIRE, 204 PHIPPS PLAZA, PALM BEACH, FLORIDA 33480.

ARTICLE X - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone, as provided by law.

ARTICLE XI - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

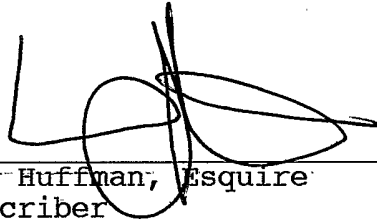
ARTICLE XII - SHAREHOLDER'S MEETING

Except as may be provided otherwise in the BYLAWS, any annual or special meeting of the Shareholders may be held within or outside the State of Florida, and any Shareholder may waive notice of any meeting, whether before, during or after the meeting.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 6th day of March, 1998.

A handwritten signature in black ink, appearing to read 'Kent Huffman', is written over a horizontal line. The signature is stylized with a large loop and a long horizontal stroke.

Kent Huffman, Esquire
Subscriber

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

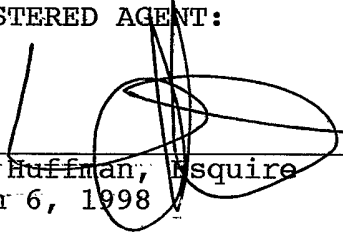
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating a registered office/registered agent, in the State of Florida.

1. The name of the corporation shall be ASOTV WORLDWIDE
FRANCHISE CORP.

2. The name and address of the registered agent and office is: KENT HUFFMAN, ESQUIRE, 204 PHIPPS PLAZA, PALM BEACH, FLORIDA 33480.

Having been named as registered agent and to accept service of process for the above referenced 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 all the provisions of the statutes relating to the proper and complete performance of my duties, and I am familiar with, and accept the obligations of my position as registered agent.

REGISTERED AGENT:


Kent Huffman, Esquire
March 6, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA