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CT CORPORATION SYSTEM

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CORPORATION(S) NAME

TV Entertainment 3 Corp.

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
TV ENTERTAINMENT 3 CORP.**

ARTICLE I - NAME

The name of this Corporation shall be TV ENTERTAINMENT 3 CORP., a Florida corporation ("Corporation").

ARTICLE II - DURATION

This Corporation shall commence existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Incorporation, this Corporation is organized for each and every legal and lawful purpose for which a Corporation may be organized under Florida law. Except as restricted by these Articles of Incorporation, this Corporation shall have and may exercise all powers and rights which a Corporation may exercise under Florida law or under the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

The total number of shares of all classes of stock that the Corporation shall have the authority to issue is 30,000,000 shares of stock, consisting of (i) 25,000,000 shares of common stock, par value \$.001 per share (the "Common Stock") and (ii) 5,000,000 shares of preferred stock, par value \$.001 per share (the "Preferred Stock"), which may be designated as provided below. The board of directors of the Corporation (the "Board of Directors") is hereby empowered to authorize by resolution or resolutions from time to time the issuance of one or more classes or series of Preferred Stock and to fix the designations, powers, preferences and relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to each such class or series of Preferred Stock and the number of shares constituting each such class or series, and to increase or decrease the number of shares of any such class or series to the extent permitted by the General Corporation Law of the State of Delaware.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this Corporation is 2255 Glades Road, Suite 124A, Boca Raton, Florida 33431.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office for this Corporation are:

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TALLAHASSEE, FLORIDA

Michael Karsch
2000 Glades Road, Suite 306
Boca Raton, Florida 33431

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Michael Karsch
Suite 306
2000 Glades Road
Boca Raton, Florida 33431

ARTICLE VIII - BOARD OF DIRECTORS

This Corporation shall have an initial Board of Directors consisting of one (1) Director. The initial director shall be Paul Michelin, whose address is 2255 Glades Road, Suite 124A, Boca Raton, Florida 33431. The number of Directors may be changed from time to time by the Bylaws of the Corporation, provided that the Board of Directors shall at all times have no less than one (1) director and no more than five (5) directors.

ARTICLE IX - BYLAWS

The Bylaws of this Corporation may be adopted, amended, altered or repealed by the Board of Directors.

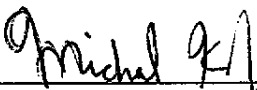
ARTICLE X - INDEMNIFICATION

This Corporation may indemnify its officers and directors to the fullest extent permitted under Florida law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation by majority vote of the shareholders of the Corporation, provided that the same be accomplished in accordance with the Florida General Corporation Act.

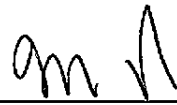
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of April, 1998.



Michael Karsch, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: APRIL 20 1998



MICHAEL KARSCH

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