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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: THE 5TH AVENUE CHANNEL, INC.

AUDIT NUMBER.....H98000010078

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

CERT. OF STATUS..0

PAGES..... 4

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## ARTICLES OF INCORPORATION

OF

### THE 5TH AVENUE CHANNEL, INC.

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

**FIRST:** The name of the Corporation is The 5th Avenue Channel, Inc. (the "Corporation").

**SECOND:** The street address of the initial principal office and mailing address of the Corporation is 1506 Northeast 162nd Street, North Miami Beach, Florida 33162.

**THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.001 per share.

**FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.

**FIFTH:** The name and address of the incorporator of the Corporation is: Dale S. Bergman, Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

**SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

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PREPARED BY:  
MANUEL R. VALCARCEL, IV, ESQUIRE  
Florida Bar Number 0079911  
Broad and Cassel  
Miami Center, Suite 3000  
201 South Biscayne Boulevard  
Miami, Florida 33131  
(305) 373-9466

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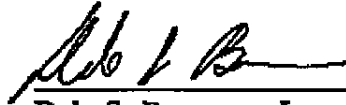
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SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

Melvin Rosen  
1506 Northeast 162nd Street  
North Miami Beach, Florida 33162

EIGHTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of May, 1998.



Dale S. Bergman, Incorporator

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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Anna Salgado  
Anna Salgado, Vice President

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