

P98000055946



ACCOUNT NO. : 072100000032

REFERENCE : 866278 4133D

AUTHORIZATION :

COST LIMIT : \$ 120.95

Patricia P. Pitt

ORDER DATE : June 23, 1998

ORDER TIME : 11:27 AM

ORDER NO. : 866278-005

CUSTOMER NO: 4133D

CUSTOMER: Ms. Lori Weiss
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Suite 1900
200 East Broward Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: INFOMERCIAL GROUP, INC.

EFFECTIVE DATE:

800002569718--8

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

g 6/23/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 23 PM 1:07

RECEIVED
DIVISION OF CORPORATION
98 JUN 23 PM 12:09

ARTICLES OF INCORPORATION

OF

INFOMERCIAL GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 23 PM 1:07

ARTICLE I - NAME AND ADDRESS

The name of this corporation is Infomercial Group, Inc. The address of the principal office and the mailing address of this corporation is c/o Infomercial Management LLC, 9720 Wilshire Blvd., Beverly Hills, CA 90212.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any unissued or treasury shares of this corporation of the same kind, class or

series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

<u>Name</u>	<u>Address</u>
Peter L. Desiderio, Esq.	Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. 200 East Broward Blvd. Suite #1900 Ft. Lauderdale, FL 33301

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VII - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The

names and addresses of the members of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Alan Burlock	c/o Infomercial Management LLC, 9720 Wilshire Blvd. Beverly Hills, CA 90212

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Peter L. Desiderio, -Esq.	Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. 200 East Broward Blvd. Suite #1900 Ft. Lauderdale, FL 33301

ARTICLE IX - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in

these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12nd day of June, 1998.

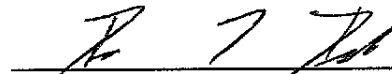

Peter L. Desiderio, Incorporator

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 607.0501 of the Florida Statutes.


Peter L. Desiderio,
Registered Agent

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98 JUN 23 PM 1:07