

P98000065506



ACCOUNT NO. : 072100000032

REFERENCE : 903046 89590A

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 122.50

ORDER DATE : July 23, 1998

ORDER TIME : 12:23 PM

ORDER NO. : 903046-005

CUSTOMER NO: 89590A

CUSTOMER: Martin Bodzin, Esq
BODZIN & BODZIN

Suite 228
1031 Ives Dairy Road
Miami, FL 33179

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DIVISION OF CORPORATIONS
98 JUL 24 AM 9:57

DOMESTIC FILING

NAME: OVERSEAS NETWORKS
INCORPORATED

EFFECTIVE DATE:

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: Tamara Odom

EXAMINER'S INITIALS:

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93 JUL 23 PM 1:14
DIVISION OF INCORPORATION
JTB/198

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DIVISION OF CORPORATIONS
98 JUL 24 AM 9:57

ARTICLES OF INCORPORATION
OF
OVERSEAS NETWORKS INCORPORATED

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

OVERSEAS NETWORKS INCORPORATED

The address of the principal office of this corporation shall be 1936 Hollywood Boulevard, Hollywood, Florida 33020, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

| | |
|----------------------------|--|
| Alan Schare Director | 276 Bal Bay Drive Bal Harbour, FL 33154 |
| Zion Dahari Director | 276 Bal Bay Drive Bal Harbour, FL 33154 |
| Sylwin Grinman Director | 225 Golden Beach Drive Golden Beach, FL 33160 |
| Eric Meimoun Director | 225 Golden Beach Drive Golden Beach, FL 33160 |

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

| | |
|-------------------------------|--|
| Alan Schare President | 276 Bal Bay Drive Bal Harbour, FL 33154 |
| Zion Dahari Vice President | 276 Bal Bay Drive Bal Harbour, FL 33154 |
| Sylwin Grinman Treasurer | 225 Golden Beach Drive Golden Beach, FL 33160 |
| Eric Meimoun Secretary | 225 Golden Beach Drive Golden Beach, FL 33160 |

ARTICLE VIII. INCORPORATOR

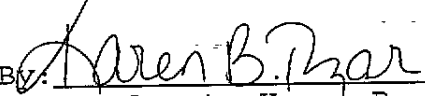
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 24, 1998.

CORPORATION SERVICE COMPANY

By:


Its Agent, Karen B. Rozar

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98 JUL 24 AM 9:57

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the 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.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

AKC/tlo