

P98000069080



Harry E. Geissinger, III

ATTORNEY AT LAW

Suite 195 Parkside Corporate Plaza II

15150 N.W. 79th Court

Miami Lakes, Florida 33016

Tel: (305) 822-3574

Fax: (305) 362-0432

July 31, 1998

700002606877--8

-08/04/98--01052--008

***122.50 ***122.50

Florida Department of State
Corporation Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation
American Programming Systems Corporation

Gentlemen:

Enclosed herewith you will find an original and one copy of duly executed Articles of Incorporation American Programming Systems Corporation which we would like to file with your office.

In addition thereto you will find enclosed herewith a check in the sum of \$122.50 payable to your order for the requisite filing fee.

After the enclosed Articles of Incorporation have been processed it would be greatly appreciated if you would be good enough to return the Articles of Incorporation to my mailing address which is Box 272 at 8004 N.W. 154th Street, Miami Lakes, Florida 33016 in the enclosed self addressed stamped express mail envelope.

As my clients are in need of the Articles of Incorporation as soon as possible it would be greatly appreciated if somehow the Articles of Incorporation could be processed upon receipt or shortly thereafter.

In the interim should you have any questions regarding any of the above please do not hesitate to call my office collect.

Thank you very much for your cooperation and assistance which are greatly appreciated and with kindest regards, I remain

Sincerely yours,

Harry E. Geissinger, III
HARRY E. GEISSINGER, III

HEG/ms
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 AUG -4 PM 12:52
FILED

8-2-98

98 AUG -4 PM 12: 52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AMERICAN PROGRAMMING SYSTEMS CORPORATION

The undersigned subscribed to these Articles of Incorporation hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: AMERICAN PROGRAMMING SYSTEMS CORPORATION.

ARTICLE II. PURPOSE

The purpose of the corporation is to engage in each and aspect of corporate business.

ARTICLE III. CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV. INITIAL CAPITAL

This corporation shall commence with not less than \$500.00.

ARTICLE V. REGISTERED AND PRINCIPAL OFFICE

The registered and principal office of this corporation is located at 5213 N.W. 74th Avenue, Miami, Florida 33166. The registered office may be changed from time to time in the manner as provided in the by-laws of this corporation.

ARTICLE VI. STOCK

This corporation shall have authorized five hundred (500) shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE VII. DIRECTOR

This corporation shall have one director. The number of directors may be changed from time to time by a majority vote of the stock-

holders but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR

The name and address of the intial director of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
RODRIGO QUEVEDO	5213 N.W. 74th Avenue Miami, Florida 33166

ARTICLE IX. SUBSCRIBER

The name, address and number of shares of the subscriber of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
RODRIGO QUEVEDO	5213 N.W. 74th Avenue Miami, Florida 33166	500

ARTICLE X. AMENDMENTS

The Articles of Incorporation may be amended by a majority vote of the stockholders and directors in the manner as provided in the bylaws of the corporation.

ARTICLE XI. REGISTERED AGENT

The name and address of the registered agent of this corporation is RODRIGO QUEVEDO, whose address is 5213 N.W. 74th Avenue, Miami, Florida 33166.



 RODRIGO QUEVEDO
 Subscriber and Registered Agent

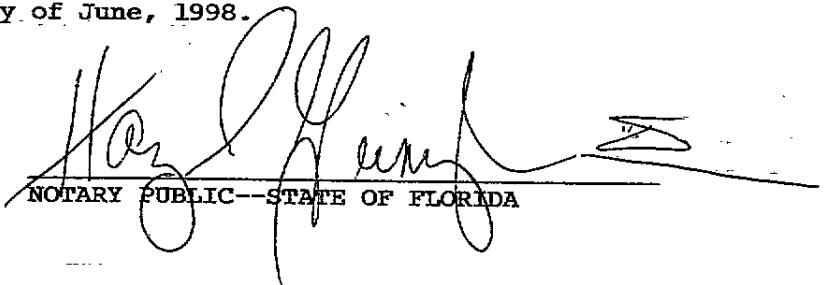
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority personally appeared, RODRIGO QUEVEDO, to me personally known and who after first being duly

sworn says that he is subscribed and registered agent in the above Articles of Incorporation and that he has executed the foregoing Articles of Incorporation for the purposes therein expressed.

SWORN AND SUBSCRIBED before me at Miami, Dade County, Florida, this 10th day of June, 1998.


NOTARY PUBLIC--STATE OF FLORIDA

My commission expires:



HARRY E GEISSINGER III
My Commission CC491708
Expires Exp. 25, 1999

CONSENT AND ACCEPTANCE AS REGISTERED AGENT
OF AMERICAN PROGRAMMING SYSTEMS CORPORATION

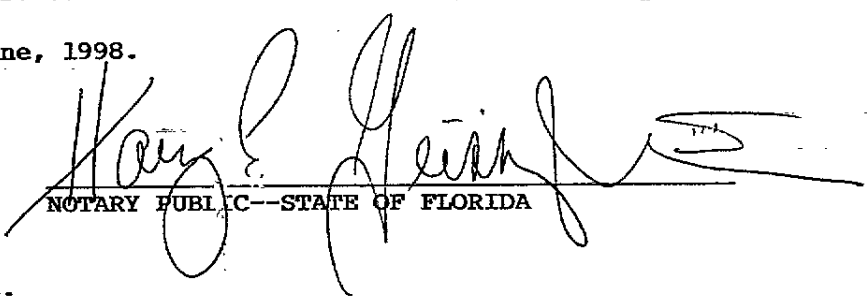
I, RODRIGO QUEVEDO, whose address is 5243 N.W. 74th Avenue,
Miami, Florida 33166 do hereby consent to serve as registered agent for
AMERICAN PROGRAMMING SYSTEMS CORPORATION.

I HEREBY ACCEPT the position as registered agent for AMERICAN
PROGRAMMING SYSTEMS CORPORATION.



RODRIGO QUEVEDO

SWORN AND SUBSCRIBED before me at Miami, Dade County, Florida,
this 10th day of June, 1998.



NOTARY PUBLIC--STATE OF FLORIDA

My commission expires:



HARRY E GEISSINGER III
My Commission CC491708
Expires Aug. 25, 1999

FILED
98 AUG -4 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA