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Florida Department of State
Division of Corporations
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From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
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FLORIDA PROFIT CORPORATION OR P.A.

USA Communications and Cable of Florida Inc.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 14, 1998

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: USA COMMUNICATIONS AND CABLE OF FLORIDA INC.
REF: W98000020876

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:
USA Communications and Cable of Florida Inc.

Article II. Address

The mailing address of the Corporation is:
USA Communications and Cable of Florida Inc.
14212 Cyber Place, Unit 101
Tampa FL 33613

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
James Power
14212 Cyber Place, Unit 101
Tampa FL 33613

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Brian Power
Jonathan Smokler
James Power

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
800-421-2661

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value zero per share.

Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 11, 1998.

The undersigned incorporator executed these Articles of Incorporation on September 14, 1998.



CORPORATE CREATIONS INTERNATIONAL INC.
Luis A. Uriarte Vice President

American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
800-421-2661

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**


CORPORATION:

USA Communications and Cable of Florida Inc.

REGISTERED AGENT/OFFICE:

James Power
14212 Cyber Place, Unit 101
Tampa FL 33613

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


JAMES POWER

Date: September 14, 1998.

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Wilmington DE 19801
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