

P99000013/04
(SAMPLE LETTER OF TRANSMITTAL)

DATE

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/08/99--01065--012

****122.50 ****78.75

Re: ICTV - THE INNER CHANNEL INC.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

Peter Goodly
(Individual's Name)
99 FEB 18 PM 12:36
TALLAHASSEE FLORIDA
FILED

ICTV - THE INNER CHANNEL INC.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
1901 NW 18 ST. # A-2		
Pompano Beach FL 33069		
954-973-773		
(954) 973-6591		
Area Code	Number	Ext.

1064 6 9 1999

ARTICLES OF INCORPORATION

of

ICTV - THE INNER CHANNEL INC.
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

ICTV - THE INNER CHANNEL INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	<u>1901 NW 18 STREET # A-2</u>		
CITY	<u>POMPANO BEACH,</u>	FLORIDA	ZIP <u>33069</u>
Mailing address, if different			

STREET ADDRESS	<u>1901 NW 18 STREET # A-2</u>		
CITY	<u>POMPANO BEACH,</u>	FLORIDA	ZIP <u>33069</u>

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

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

NAME	<u>JOHN CLAYTON</u>		
ADDRESS	<u>1901 NW 18 STREET # A-2</u>		
CITY	<u>POMPANO BEACH</u>	FLORIDA	ZIP <u>33069</u>

FILED
99 FEB - 8 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>PETER E. GROUND GOLD</u>		
ADDRESS	<u>21411 PAGOSA COURT</u>		
CITY	<u>BOCA RATON</u>	STATE	<u>FLORIDA</u> ZIP <u>33486</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	<u>PETER E. GROUND GOLD</u>		
ADDRESS	<u>21411 PAGOSA COURT</u>		
CITY	<u>BOCA RATON</u>	STATE	<u>FLORIDA</u> ZIP <u>33486</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this Feb 2 day of 1999.

X STATE OF FL
PALM BEACH COUNTY

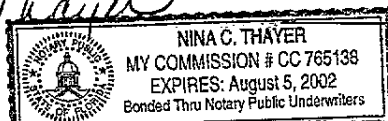
ID Presented:
FL DR. LIC

NOTARY: Nina C. Thayer

X Peter Ground Gold (Signature)

____ (Signature)

____ (Signature)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

ICTV - THE INNER CHANNEL INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1901 NW 18 STREET # A-2
POMPANO BEACH FL. 33069

has named JOHN CLAYTON

located at the aforesaid address, as its registered agent to accept service of process within the state.

99 FEB - 8 PM 12:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

John Clayton
(Signature)

12-25-99
(Date)