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LEONARD M. BERNARD, JR.  
(1938-1996)

March 30, 1999

Florida Secretary of State  
Division of Corporations  
409 E. Gains Street  
Tallahassee, FL 32399

via Federal Express

500002825215--8  
-03/31/99-01055--008  
\*\*\*210.00 \*\*\*\*\*70.00


Re: Channel America, Inc., Channel America.com, Inc., Channel America.net, Inc.

To Whom It May Concern:

Enclosed please find an original and one copy of Articles of Incorporation for each of the above-referenced corporations **to be filed**, together with the Peterson, Bernard firm's check in the amount of \$210.00 representing the filing fee. Kindly provide the undersigned with a filed-stamped copy of each of the Articles once they have been filed, in the self-addressed, Federal Express envelope enclosed for your convenience.

Thank you for your attention to this matter. If you should have any questions or require any additional information, please do not hesitate to contact us.

Very truly yours,

  
STEVEN L. ROBBINS

SLR/slr

Enclosures

FILED  
99 MAR 31 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SHARON

APR - 5 1999

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400 FLAMINGO AVENUE  
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561/286-9881 • FAX 561/220-1784

FORT LAUDERDALE OFFICE  
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FORT LAUDERDALE, FLORIDA 33316  
954/763-3200 • FAX 954/728-9019

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FORT MYERS/NAPLES AREA  
1-800-393-3901

**ARTICLES OF INCORPORATION  
OF  
CHANNEL AMERICA, INC.**

**ARTICLE I. NAME**

The name of this corporation shall be **CHANNEL AMERICA, INC.**

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the FLORIDA DEPARTMENT OF STATE. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSES, POWERS, & RIGHTS**

This corporation is being organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue **100,000 shares common capital stock.**

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be **one**. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

- A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board Of Directors, except as otherwise herein provided or reserved to the holders of common stock.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- B. 1. As indicated above, the number of members of the Board Of Directors may be increased from time to time, as provided in this corporation's bylaws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board Of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows:

Alex Athineos  
c/o Evolution Communications, Inc.  
11911 U. S. Highway One, Suite 306  
North Palm Beach, Florida 33408

#### **ARTICLE VII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT**

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of not less than a majority of directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

#### **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office, and the address of this corporation's initial registered office (and the name of the individual who shall serve as this corporation's initial registered agent at that address), respectively, are:

**11911 U. S. Highway One, Suite 306  
North Palm Beach, Florida 33408**

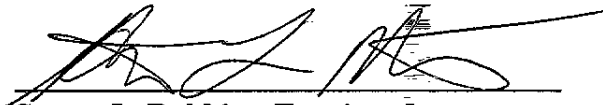
**Steven L. Robbins, Esquire  
1550 Southern Blvd., Suite 300  
West Palm Beach, FL 33406**

## ARTICLE X. INCORPORATOR


The name and address of the individual who shall serve as this corporation's incorporator are: Steven L. Robbins, Esquire, 1550 Southern Blvd., Suite 300, West Palm Beach, Florida 33406.

## ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

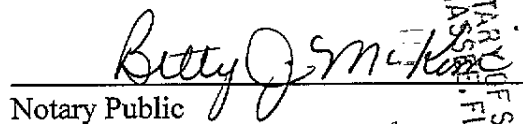
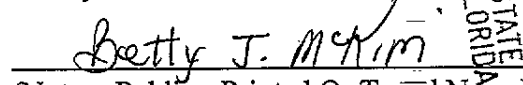
  
Steven L. Robbins, Esquire - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of **CHANNEL AMERICA, INC.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the Corporation.

  
Steven L. Robbins, Esquire - Registered Agent

State Of FLORIDA  
County Of PALM BEACH

On March 30, 1998, Steven L. Robbins, Esquire, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and acknowledged signing these Articles Of Incorporation, and who did [ ] take an oath.

  
Notary Public  
  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:



(SEAL)

STEVEN L. ROBBINS, ESQUIRE  
1550 Southern Boulevard, Suite 300  
West Palm Beach, FL 33406  
Florida Bar No. 0710288  
561-686-5005 / Fax 561-471-5603

Fax Audit No.