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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

TOTAL TV, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 6, 1999

FAS-T CORP

SUBJECT: TOTAL TV, INC.
REF: W99000008132

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

FAX Aud. #: H99000007993
Letter Number: 799A00017161

**ARTICLES OF INCORPORATION
OF
TOTAL TV, INC.**

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

TOTAL TV, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purpose proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate name,

TOTAL TV, INC.

Prepared By: Ana Dalmau Ares
3636 SW 87th Ave.
Miami, Florida 33165
Phone# (305)-448-2072

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TALLAHASSEE FLORIDA

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ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 50 shares, having an individual par value of \$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

Francisco A. Hernandez
TOTAL TV, INC.
6939 NE 3RD AVENUE.
MIAMI, FL. 33138

The principal office shall be:

6939 NE 3RD AVENUE
MIAMI, FL. 33138

ARTICLE VI

The initial Board of Directors shall consist of a total of TWO (2) persons and the names and addresses of the persons who are to serve as initial directors are:

ALEJANDRO RABELO
411 WEST 28TH STREET
MIAMI BEACH, FL. 33140

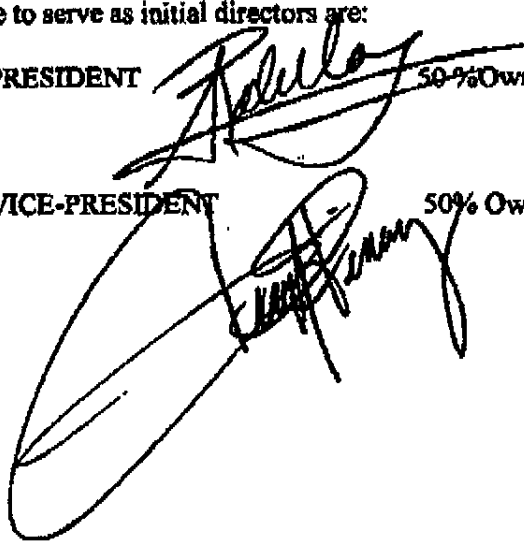
PRESIDENT

50% Ownership

FRANCISCO A. HERNANDEZ
9362 SW 40TH TER.
MIAMI, FL. 33165

VICE-PRESIDENT

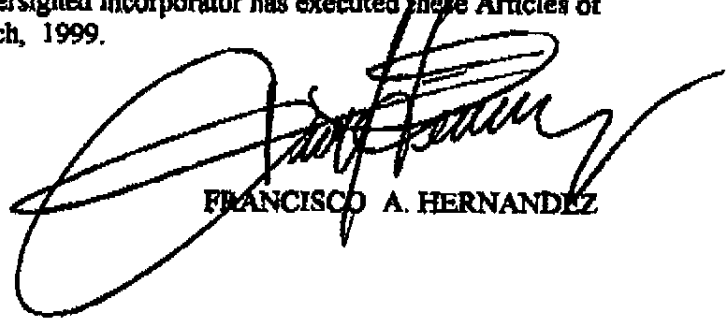
50% Ownership

Handwritten signatures of Alejandro Rabelo and Francisco A. Hernandez. The signature of Alejandro Rabelo is written over the text 'PRESIDENT' and '50% Ownership'. The signature of Francisco A. Hernandez is written over the text 'VICE-PRESIDENT' and '50% Ownership'.

The name and address of the incorporator executing these Articles of Incorporation is:

FRANCISCO A. HERNANDEZ
9362 SW 40TH TER
MIAMI, FL. 33165

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of March, 1999.



FRANCISCO A. HERNANDEZ

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The Name of the Corporation is:

TOTAL TV, INC.

2. The name and address of the registered agent and office is:

Francisco A. Hernandez

**TOTAL TV, INC.
6939 NE 3RD AVENUE
MIAMI, FL. 33138**

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.

SIGNATURE:

FRANCISCO A. HERNANDEZ

DATE:

4/1/99

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TALLAHASSEE FLORIDA**

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