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POST OFFICE DRAWER 222088  
1946 TYLER STREET  
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TELEPHONE (954) 925-5501  
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\* BOARD CERTIFIED IN REAL ESTATE  
\*\* BOARD CERTIFIED IN TAXATION

April 28, 1999

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

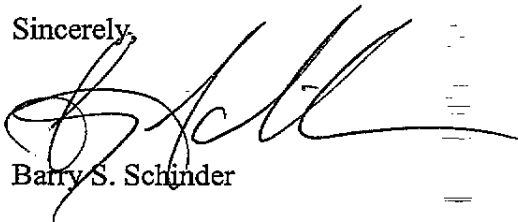
Re: Groproductions, Inc.

To Whom It May Concern:

Enclosed are an original and one copy of Articles of Incorporation of Groproductions, Inc., and a check for \$78.75 to cover the filing fee, registered agent designation fee and the certified copy fee. Please send to me a certified copy of the filed Articles of Incorporation.

If you have any questions, please do not hesitate to call me.

Sincerely,



Barry S. Schinder

BSS:sy  
Enclosures  
cc: Mr. Sherwin Grossman (w/encl.)

FILED  
99 APR 30 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-04/30/99--01091--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**ARTICLES OF INCORPORATION**

**OF**

**GROPRODUCTIONS, INC.**

**ARTICLE I.**

**CORPORATE NAME**

The name of this Corporation shall be:

**GROPRODUCTIONS, INC.**

**ARTICLE II.**

**MAILING ADDRESS AND PRINCIPAL OFFICE**

The Corporation's mailing address and principal office is:

c/o Mr. Sherwin Grossman  
WJAN-TV  
1520 N.W. 79 Avenue  
Miami, Florida 33126

**ARTICLE III.**

**NATURE OF CORPORATE BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the  
United States and under the laws of the State of Florida.

**FILED**  
99 APR 30 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE IV.

##### CAPITAL STOCK

This Corporation is authorized to issue a maximum of one thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

#### ARTICLE V.

##### INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Jesse H. Diner, Esq.  
c/o Atkinson, Diner, Stone, Mankuta & Ploucha, P.A.  
1946 Tyler Street  
Hollywood, Florida 33020

#### ARTICLE VI.

##### BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
SHERWIN GROSSMAN	1520 N.W. 79 Avenue Miami, Florida 33126
TONY ALONSO	1520 N.W. 79 Avenue Miami, Florida 33126
TED LAMPIDIS	1520 N.W. 79 Avenue Miami, Florida 33126

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

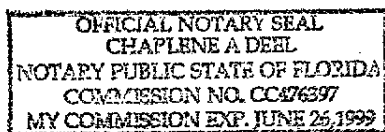
<u>Incorporator</u>	<u>Address</u>
JESSE H. DINER	Atkinson, Diner, Stone, Mankuta & Ploucha, P.A. 1946 Tyler Street Hollywood, Florida 33020

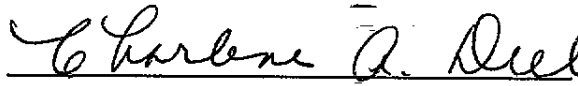
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

  
\_\_\_\_\_  
JESSE H. DINER


STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 28th day of April, 1999, by JESSE H. DINER, who is personally known to me or has produced \_\_\_\_\_ as identification.



  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

  
\_\_\_\_\_  
JESSE H. DINER

**FILED**  
99 APR 30 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA