



THE UNITED STATES  
CORPORATION  
COMPANY

19900041431

FILED

99 MAY -6 AM 8:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 231045 81528A

AUTHORIZATION :

Patricia Pugh

COST LIMIT : \$ 78.75

ORDER DATE : May 6, 1999

ORDER TIME : 2:16 PM

ORDER NO. : 231045-005

CUSTOMER NO: 81528A

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CUSTOMER: Ms. Donna Madsen  
KENNETH F. OSWALD, ESQ  
KENNETH F. OSWALD, ESQ  
Suite 110  
600 Courtland Street  
Orlando, FL 32804

DOMESTIC FILING

NAME: AMERICAN DIGITAL BROADCASTING  
NETWORK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PH 5/7/99

ARTICLES OF INCORPORATION  
OF  
AMERICAN DIGITAL BROADCASTING NETWORK, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, being natural persons of legal age do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME & ADDRESS

The name of this corporation shall be American Digital Broadcasting Network, Inc.

The address of the corporation is 2648 West State Road 434, Suite B, Longwood, Florida 32779.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To conduct and carry out the business of internet broadcasting services and with that end in view, to solicit, obtain, make, perform and carry out contracts of all types regarding internet broadcasting services and all work necessary or connected therewith.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate debts of this corporation or any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To engage in any activity or business permitted under laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one times is one hundred (100) shares of Common Stock having a nominal or par value of Five Dollars (\$5.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of this corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

CORPORATE EXISTENCE

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

ARTICLE VI  
PRINCIPAL PLACE OF BUSINESS

The initial street address of the principal place of business of the corporation shall be 2648 West State Road 434, Suite B, Longwood, Florida 32779.

ARTICLE VII  
INITIAL DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders. the name and street address of the Directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

Lyder R. Johnson  
2648 W. State Road 434  
Suite B  
Longwood, Florida 32779

Wilson A. Knott  
200 Red Lane  
Longwood, Florida 32779

Kevin D. Gouvias  
523 Yorkshire Drive  
Oviedo, Florida 32765

ARTICLE VIII  
SUBSCRIBERS

The name and street address of the Subscriber to these Articles of Incorporation are as follows:

Lyder R. Johnson  
2648 W. State Road 434  
Suite B  
Longwood, Florida 32779

Wilson A. Knott  
200 Red Lane  
Longwood, Florida 32779

Kevin D. Gouvias  
523 Yorkshire Drive  
Oviedo, Florida 32765

ARTICLE IX  
REGISTERED AGENT

The name and address of the Registered Agent to accept service of process within the state on behalf of the corporation is: Kenneth F. Oswald, Suite 110, 600 Courtland Street, Orlando, Florida 32804, and by his signature on the Certificate attached hereto, he indicates his acceptance as Registered Agent to act in this capacity pursuant to the laws of this state.

ARTICLE X  
INDEMNIFICATION

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she

may become involved by reason of his or her employment, or by reason of his or her being or having been a director, officer, employee, or agent of this corporation, and any settlement thereof, whether or not he or she is a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent is entitled.

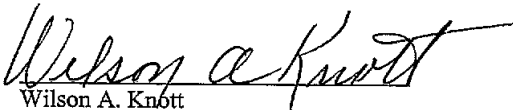
ARTICLE XI  
AMENDMENT

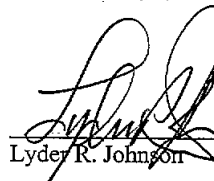
This corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

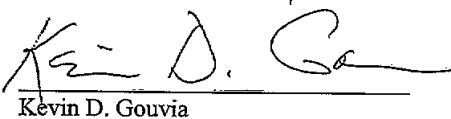
ARTICLE XII  
COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on the date of filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, we the undersigned, being the subscribers to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein are true and hereunto set our hands and seals this 27 day of April, 1999.

  
Wilson A. Knott

  
Lyder R. Johnson

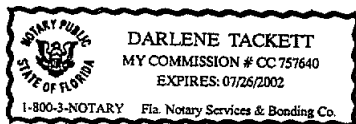
  
Kevin D. Gouvia

FILED  
99 MAY -6 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared LYDER R. JOHNSON, WILSON A. KNOTT AND KEVIN A. GOUVIA, to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

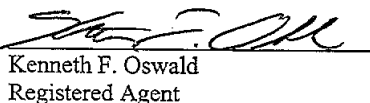
WITNESS my hand and official seal this 27 day of April, 1999.



  
Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Kenneth F. Oswald  
Registered Agent