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A PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS AT LAW

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May 19, 1999

TELEFAX (561) 368-9274

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation - NTC Cable, Inc.
Our File: 5390.1000

500002882485--7
-05/21/99--01078--001
*****78.75 *****78.75

To Whom It May Concern:

I enclose an original and a duplicate of the Articles of Incorporation and Designation of Registered Agent form regarding the above-referenced corporation.

The original is to be filed in your office and the certified copy should be returned to this office in the self-addressed stamped envelope provided herein. Also, I enclose a check in the amount of \$78.75 representing the filing fees. --

If you have any questions, please do not hesitate to contact our office.

Very truly yours,

Heene Ratner
Heene Ratner,
Legal Assistant

cc: Ronald N. Rosenwasser
Enclosures

FILED
99 MAY 21 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
5-26-99
5

ARTICLES OF INCORPORATION

**OF
NTC CABLE, INC.**

FILED
99 MAY 21 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is NTC Cable, Inc.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business or mailing address of this corporation shall be:
3259 N. State Road 7, Margate, Florida 33063.

Article V

Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$.01) par value common stock.

Article VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3259 N. State Road 7, Margate, Florida 33063, and the name of the initial registered agent of this corporation at the address is Scott Burrell.

Article VII
Initial Board of Directors

This corporation shall have the following number of directors initially: 2.

The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Scott Burrell
3259 N. State Road 7, Margate,
Florida 33063

Dick Clarke
3259 N. State Road 7, Margate,
Florida 33063

Article VIII
Incorporators

The name and address of the person signing these Articles are:

Scott Burrell
3259 N. State Road 7
Margate, Florida 33063

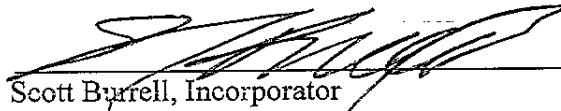
Article IX
Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on 5/5/99, 1999.


Scott Burrell, Incorporator

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

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

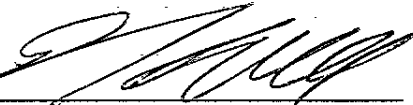
1. The name of the corporation is: NTC Cable, Inc.
2. The name and address of the registered agent and office is:

Scott Burrell
3259 N. State Road 7
Margate, Florida 33063

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: _____

Date: _____



5/5/99

FILED
99 MAY 21 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA