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AUGUST & POHLIG, P.A.

ATTORNEYS AT LAW

201 ALHAMBRA CIRCLE

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FILED  
99 MAY 21 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 19, 1999

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-05/21/99-01044-010

\*\*\*122.50 \*\*\*\*\*78.75

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

RE: GTV Corp.

Ladies and Gentlemen:

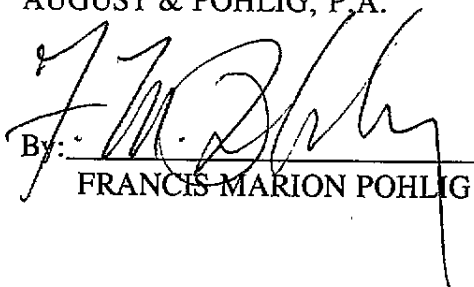
Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50) representing:

Filing Fee	\$ 35.00
One (1) Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
	\$122.50

We trust the enclosed is in good order, but if there are any questions, please do not hesitate to contact the undersigned.

Very truly yours,

AUGUST & POHLIG, P.A.

By:   
FRANCIS MARION POHLIG

FMP/lw  
Enclosures

5-24  
H.S.  
WS

**ARTICLES OF INCORPORATION**

**OF**

**"GTV CORP."**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is GTV Corp.

**ARTICLE II - DURATION**

The effective date of corporate existence shall begin upon filing these Articles with the Florida Department of State. This corporation is to exist perpetually.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of engaging in any lawful activity or business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V - PRINCIPAL OFFICE**

The principal office and mailing address of the corporation shall be at 1425 N.W. 82nd Avenue, Miami, Florida, 33126, or such other location as the Board of Directors may designate.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Suite 711 SunTrust Plaza, 201 Alhambra Circle, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is ZERO 34 REGISTRATION CORP.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors, being:

Antonio J. Garcia  
Ricardo Vadia  
Stanley Tate

The number of directors may be either increased or diminished from time to time, in accordance with the by-laws but shall never be less than one (1).

#### ARTICLE VIII - INCORPORATOR

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

FRANCIS M. POHLIG                      Suite 711 SunTrust Plaza  
    201 Alhambra Circle  
    Coral Gables, FL 33134

#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer, director, employee, or agent of the corporation, or any former officer, director, employee, or agent of the corporation, to the fullest extent permitted by law.

ARTICLE XI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE XII - AMENDMENTS

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereof, in the manner now or hereafter prescribed by the Florida Business Corporation Act and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 19 day of May, 1999

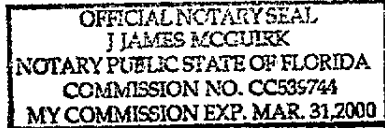
*Francis M. Pohl*  
FRANCIS M. POHLIG

STATE OF FLORIDA     )  
                                  :ss.  
COUNTY OF DADE     )

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and acknowledged before me on this 19 day of May, 1999, by FRANCIS M. POHLIG, who is personally known to me.

*J. James McGuirk*  
\_\_\_\_\_  
(Signature)  
J. James McGuirk  
\_\_\_\_\_  
(Printed Name)

Notary Public, State of Florida  
My commission expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS  
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, GTV Corp., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, at the City of Coral Gables, County of Dade, State of Florida, has named ZERO 34 REGISTRATION CORP., located at Suite 711 SunTrust Plaza, 201 Alhambra Circle, Coral Gables, FL 33134, as its Agent to accept service of process within the State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in that capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

ZERO 34 REGISTRATION CORP.

By:   
FRANCIS M. POHLIG, President