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THE LAW OFFICES OF
GREGORY A. MOORE, P.A.

BASF BUILDING
FIRST FLOOR
15225 N.W. 77TH AVENUE
MIAMI LAKES, FL 33014

A PROFESSIONAL ASSOCIATION

(305) 557-3161
FAX (305) 557-3052

May 27, 1999

Secretary Of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation for:
a. Lawyers For Landlords, Inc.
b. El Gallo T. V., Inc.

~~800002889668--8~~
~~(305) 557-3052~~
~~*****78.75 *****78.75~~

800002889668--8
-05/28/99--01072--004
*****78.75 *****78.75

Dear Sir or Madam:

Enclose are checks in the respective amounts of \$ 78.75 for the above referenced corporations. Please return certified copies of the Articles to:

Gregory A. Moore, P. A.
BASF Building, First Floor
15225 NW 77th Avenue
Miami Lakes, Florida 33014

Very truly yours,

Gregory A. Moore, P. A.

FILED
1999 MAY 28 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1999 MAY 28 PM 2: 42

**ARTICLES OF INCORPORATION
OF
EL GALLO T.V., INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation hereby adopts the following Articles of Incorporation.

**ARTICLE I
(NAME)**

The name of the corporation is EL GALLO T.V., Inc.

**ARTICLE II
(Duration)**

The duration of this corporation is perpetual.

**ARTICLE III
(Purpose)**

The general purpose for which this corporation is organized is to engage in the operation of ANY AND ALL FORMS UNLIMITED, INVENTED OR TO BE INVENTED, EXISTING OR YET TO EXIST, OF ENTERTAINMENT AND OR EDUCATIONAL PERFORMANCES, EXECUTIONS, DIRECTION, PRODUCTION, REPRODUCTION, PRINTING, MANUFACTURING, DISTRIBUTION, PROGRAMMING, PROMOTIONS AND ADVERTISEMENT IN ANY AND ALL FORMS, METHODS AND CAPACITIES AS AGENCY, AGENT, REPRESENTATIVE, MANAGEMENT, BOOKING AGENCY, PROMOTION AND ADVERTISING AGENCY, PUBLISHING HOUSE AND OR COMPANY, IMPRESARIO, PROMOTER, ENTREPRENEUR IN ANY AND ALL FIELDS AND OR AREAS IN PART OR IN WHOLE COVERED AND OR SPECIALIZED IN TELEVISION, FILM, PHOTOGRAPHY, MOVIES, RADIO, MUSIC, THEATRE, CONCERTS, FESTIVALS, EVENTS, PLAYS, ARTS, SPORTS, BOOKS, NEWSPAPERS, MAGAZINES, ARTISTS, ACTS, ATHLETES, WRITERS, COMPOSERS, PLAYWRIGHTS, SCREEN WRITERS, LIBRETTIST, CONDUCTORS, BROADCASTERS, LIVE AND OR RECORDED.

ARTICLE IV

(Initial registered office, registered agent, principal office and mailing address)

The street address of the initial registered office of this corporation is EL GALLO T.V., Inc., 801 Brickell Avenue, Suite 900, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is Lourdes Cuenca. The principal office and mailing address of the corporation is 801 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE V (Capital Stock)

This corporation is authorized to issue 500 shares of common stock with a par value of \$ 1.00 per share.

ARTICLE VI (Initial Board of Directors)

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by a majority of the shareholders present in person or by proxy at any annual or special meeting of the shareholders but shall never be more than (3) Directors nor less than one. The names and addresses of the initial Director of this corporation is:

Lourdes Cuenca
801 Brickell Avenue
Suite 900
Miami, Florida 33131

ARTICLE VII (S Corporation Status)

This corporation has authorized its officers to take all action necessary to apply for Chapter Sub S corporation status.

ARTICLE VIII
(Incorporators)

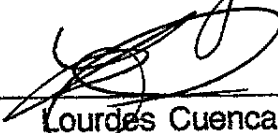
The name and address of the person signing these Articles is

Lourdes Cuenca
801 Brickell Avenue
Suite 900
Miami, Florida 33131

ARTICLE IX
(Amendment)

This corporation reserves the right, subject to the approval of persons voting not less than two-thirds majority of the outstanding fully paid and non-assessable shares of the capital stock of the corporation, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 12 day of May, 1999.

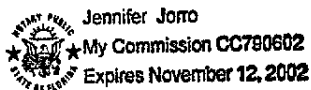



Lourdes Cuenca

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

On this 12 day of May, 1999, before me personally appeared Lourdes Cuenca, Personally known to me and subscribed before me on this 12 day of May, 1999; and also produced a valid Driver's License who executed the foregoing instrument, and acknowledged to me that she executed the same as her free act and deed, and who did take an oath.

Sworn to before me, a Notary Public, this 12 day of May, 1999.





Notary Public

Jennifer Jorro
Print Name

CC790602
Certificate Number

My commission expires:

Nov. 12, 2002

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person named as initial registered agent of EL GALLO T.V.

Inc., accepts the obligations thereunder. Executed this 12th day of May, 1999.



Lourdes Cuenca

CERTIFICATE OF DESIGNATION OF 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: EL GALLO T.V., INC.

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

LOURDES CUENCA

(Name)

801 BRICKELL AVENUE, SUITE 900

(P.O. Box or Mail Drop Box NOT acceptable)
MIAMI, FLORIDA, 33131

(city/State/Zip)

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 provision 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)

5/12/99
(Date)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 MAY 28 PM 2:42

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