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From: R + V.
122115W129 ET.
MIAMI FL 33186

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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99 JUN -7 AM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 09 1999

Examiner's Initials

CERTIFICATION OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be:

RO-TV, Inc.

ARTICLE TWO

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

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Date of Incorporation.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than five hundred Dollars (\$500.00), or such greater amount as may be required by law.

ARTICLE FIVE

NUMBER OF DIRECTORS

This Corporation shall at all times have at least one (1) director. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have the minimum of one (1) Director.

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ARTICLE SIX

CLASSES OF DIRECTORS

The by-laws of this corporation may provide that the directors be divided into two or more classes whose term of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one fourth (1/4) in number of the directors shall be elected annually.

ARTICLE SEVEN

AMENDMENTS

This certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

a. Designation: The Stock of this corporation shall be known as Common Stock.

b. Authorized: The maximum number of shares of Common Stock that this corporation may issue is: Fifty Thousand (50,000) Shares.

c. Par Value: Each Share of Common Stock shall have the par value of: One Cent (\$0.01) par value.

d. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.

e. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

f. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one (1) vote upon each proposal presented at meetings of stockholders of the Corporation.

g. Cumulative Voting: No holder of Common Stock shall be entitled to any right of Cumulative Voting.

h. Dividends: Record holders of Common stock are entitled to receive their Pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

i. Liquidation Rights: Holders of Common stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

Two handwritten signatures in black ink, one above the other, located in the bottom left corner of the page.

ARTICLE NINE

SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence.

For each such occurrence the required percentage shall be as follows:

1-Amendments of the Certificate of Incorporation:

Required Percentage - Fifty one percent (51%)

2- Sale, Lease or exchange of all of this Corporations' s property and assets, or of any property or assets of this Corporation essential to the business of this Corporation;

Required percentage- Fifty one per cent (51%).


3- Merger or Consolidations of this Corporation into or with any other corporation;

Required Percentage- Fifty one percent (51%).

4-Voluntary Dissolution of this Corporation;

Required Percentage- Fifty Percent (50%).

PREEMPTIVE RIGHTS



No holder of stock of any class of this Corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness, debentures, or other securities convertible into, or carrying the right to purchase, stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such persons, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, all pre-emptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE TEN

STOCKHOLDERS AND DIRECTORS

The name and addresses of the stockholders and directors are as follows:

NAME-ADDRESS OFFICE

Orlando Rodriguez President- One Share
1806 San Remo Circle
Homestead, Florida 33155



Ruben Peña Monzillo Secretary-One share
3228 crane nest ln Tesorero
kissinnee, Florida 34743



ARTICLE ELEVEN

REGISTERED AGENT

The registered agent and the registered office of this Corporation shall be:

Orlando Rodriguez
1806 San Remo circle
Homestead, Florida 33155

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

In pursuant with chapter 48.091, Florida statutes the following

is submitted in compliance with Set Act:

**That RO-TV, Inc. deciding to organize under the laws of the State of Florida with its
principal office as indicated in the Articles of Incorporation at the
County of Dade, State of Florida, has named:**

**Orlando Rodriguez as its agent to accept service of process
within this state.**

**Orlando Rodriguez having being named to accept service of process
for the above stated Corporation at the place designated in this
his successors have qualified, following their election or appointment. The Address of the
Corporation will be 12211 SW 129 Ct. Miami Fl 33186 the initial street address in Florida
of the principal office of this Corporation. The Corporation May change its principal office
at any time.**

SUBSCRIBER/DIRECTOR - Orlando Rodriguez



STREET ADDRESS:/ PRINCIPAL OFFICE: 122110SW 129 Ct. Miami Fl., 33186

**IN WITNESS WHEREOF, the undersigned subscriber does make,subscriber, acknowledge
and file this certificate for the purpose of forming a corporation for profit under the Laws
of The State of Florida.**

DATE:5/26/99



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**