

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : ACE INDUSTRIES, INC.

Account Number : 070744001530

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

MIAMI BROADCAST .COM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

S. McKnight JUN 17 1999

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ARTICLES OF INCORPORATION

MIAMI BROADCAST .COM. INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties, and obligations of the undersigned as incorporator, and those of the corporations, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: MIAMI BROADCAST .COM. INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

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To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without the state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid or governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock option plans, any other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014

ARTICLE IV

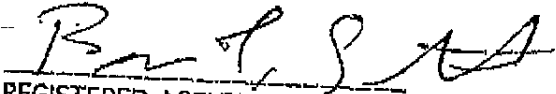
The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of no par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation. All shares shall be voting shares unless otherwise stated on stock certificate as non-voting shares.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation, who agrees to accept service of process for the corporation, shall be:

Bruce L. Sternstein, Esq.
8311 N.W. 64th St., Suite #1
Miami, Florida 33166


REGISTERED AGENT

ARTICLE VI

The initial Board of Directors shall consist of a total of five (2) persons and the name and address of the persons who are to serve as initial directors are:

Bruce L. Sternstein 13315 S.W. 100th Terrace, Miami, Florida 33186

Marian Sternstein 13315 S.W. 100th Terrace, Miami, Florida 33186

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ARTICLE VII

The address of the principal office of this corporation is:

8311 N.W. 64th St., Suite #1, Miami, Florida 33166

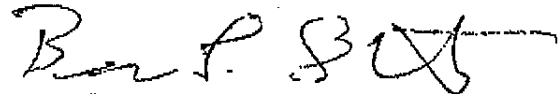
ARTICLE VIII

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

Bruce L. Sternstein 8311 N.W. 64th St., Suite #1, Miami, Florida 33166

ARTICLE IX

WHEREOF, the undersigned incorporator has executed these articles of Incorporation this 11th day of June, 1999.



Bruce L. Sternstein

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PREPARED BY: BRUCE L. STERNSTEIN ESQ., 8311 N.W. 64th ST., MIAMI, FLORIDA 33166. TELEPHONE: (305) 477-6192

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