



P 9900005690

FILED

99 JUN 17 PM 3:03

ACCOUNT NO. : 072100000032
REFERENCE : 273308 7185387
AUTHORIZATION :
COST LIMIT : \$ 70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia Pujat

ORDER DATE : June 14, 1999
ORDER TIME : 2:28 PM
ORDER NO. : 273308-005
CUSTOMER NO: 7185387
CUSTOMER: Mr. Michael H. Gerber
MR. MICHAEL H. GERBER
MR. MICHAEL H. GERBER
85 Emmet Avenue

400002907884--3

East Rockaway, NY 11518

RECEIVED

99 JUN 17 PM 12:11

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: VICTORY ^{TELEVISION} PRODUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH 6/22/99

W99-14190



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 17, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: VICTORY PRODUCTIONS, INC.
Ref. Number: W99000014190

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99 JUN 22 PM 1:44

We have received your document for VICTORY PRODUCTIONS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 199A00032622

RECEIVED
99 JUN 22 PM 1:41
DEPARTMENT OF STATE
VICTORY PRODUCTIONS, INC.
TALLAHASSEE, FLORIDA

RECEIVED
Please see the original
submission date on file date.

FILED

99 JUN 17 PM 3:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VICTORY TELEVISION, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VICTORY TELEVISION, INC.

The address of the principal office of this corporation shall be 85 Emmet Avenue, East Rockaway, New York 11518, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

1. Authorized Stock. This corporation is authorized to issue the following shares of capital stock:

(a) Common Stock. The aggregate number of shares of Common Stock which the corporation shall have authority to issue is 50,000,000 a par value of \$.001 per share.

(b) Preferred Stock. The aggregate number of shares of Preferred Stock which the corporation shall have authority to issue is 20,000,000 with no par value.

The Board of Directors has the authority, without any vote of action by the Stockholders, to issue Preferred Stock in one or more series and to fix the designations, preferences, rights, qualifications, limitations and restrictions thereof including the voting right, dividends rights, dividend rate, conversion right, terms of redemption, including sinking fund provisions, redemption price or prices, liquidation preferences and number of shares constituting any series.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Michael H. Gerber

85 Emmet Avenue,
East Rockaway, NY 11518

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ARTICLE VII. INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and street address of the incorporator of these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

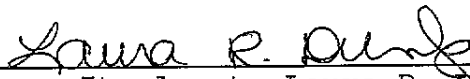
The undersigned incorporator has executed these Articles of Incorporation on June 14, 1999.



Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap

Authorized Service Representative
Corporation Service Company

JKN/JANNA WILSON