GILLIGAN, KING & GOODING,

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*****70.00 ******70.00

July 22, 1999

Department of State Division of Corporations The Capitol Tallahassee, Florida 32304

Re:

E Side TV, Inc.

Dear Sirs / Madam:

Please file the enclosed Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our check in the amount of \$70.00, which represents payment of the following:

Filing Fee

\$35.00

Registered Agent Fee

\$ 35.00

Thank you for your courtesies and prompt attention to this matter.

Sincerely,

GILLIGAN, KING/& GOODING, P.A.

W. James Gooding II

WJG/ksh

Enclosures:

Articles of Incorporation

Check Number 14727

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ARTICLES OF INCORPORATION OF E SIDE TV, INC.

SECRETARY ON 9. 56

ARTICLE I. - CORPORATE NAME

The name of this corporation is E SIDE TV, INC.

ARTICLE II. - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida, including, without limitation, providing entertainment and Internet services and products.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time is 10,000,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV. - DURATION

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V. - REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

W. James Gooding III 7 East Silver Springs Blvd. Suite 500 Ocala, Florida 34470

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. - CORPORATION PRINCIPAL OFFICE.

The Corporation's principal office and the street address of this Corporation shall be:

8680 SW Highway 200 Ocala, Florida 34487

ARTICLE VII. - BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. - INITIAL DIRECTORS

The name of the initial director of this Corporation and his street address are:

Christopher B. Zacco

8680 SW Highway 200 Ocala, Florida 34487

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator are:

Christopher B. Zacco 8680 SW Highway 200 Ocala, Florida 34487

ARTICLE X. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 22nd day of July, 1999.

E SIDE TV, I Christopher B. Zacco As Incorporator STATE OF FLORIDA COUNTY OF MARION The foregoing instrument was acknowledged before me this 22nd day of July, 1999, by Christopher B. Zacco. (Please print or type) W. JAMES GOODING, III MY COMMISSION # CC 538095 Commission Number: Commission Expires: Bonded Thru Notary Public Underwriters Notary: Check one of the following: Produced Identification (if this box is checked, fill in OR \square Personally known blanks below). Type of Identification Produced:

ACCEPTANCE OF REGISTERED AGENT

In Compliance with Section 48.091, Florida Statutes, the following is submitted:

That E SIDE TV, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 8680 SW Highway 200, Ocala, Florida 34487, has named W. James Gooding III, 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, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Registered Agent

BY: W. James Gooding III

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SECRETARY OF STATE