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FILED
99 AUG 25 PM 5:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 24, 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
8-18-99

300002969653--8

-08/25/99-01058-005

*****78.75 *****78.75

RE: A-1 TV Incorporated

Dear Division:

Enclosed herewith please find one original and a copy of the Articles of Incorporation for the above referenced matter. Also, enclosed is our check in the amount of \$78.75 for the filing fee.

I would appreciate your filing the Articles of Incorporation and return a certified copy to John Hebert.

Sincerely,

Jo

Jo Faucheux

/jff
Enclosure(s)

D. BROWN AUG 27 1999

EFFECTIVE DATE
8-18-99

ARTICLES OF INCORPORATION

OF

A-1 TV INCORPORATED

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Article I - Name

The name of this corporation is A-1 TV INCORPORATED. The initial street address of the principal office and mailing address is 7510 Thomas Drive, Panama City Beach, FL, 32408.

Article II - Duration

This corporation shall exist perpetually, commencing with the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and Florida.

Article IV - Capital Stock

This corporation is authorized to issue 7500 shares of One Dollar (\$1.00) par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7510 Thomas Drive, Panama City Beach, Florida 32408 and the name of the initial registered agent of this corporation at that address is John G. Hebert.

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one

(1). The name and address of the initial director of this corporation is:

John G. Hebert 7510 Thomas Drive
Panama City Beach, FL 32408

Article VII - Incorporators

The name and address of the person signing these Articles is as follows:

Jo Faucheux 7510 Thomas Drive
Panama City Beach, FL 32408

Article VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders. By-Laws adopted by the Shareholders may be repealed or changed only by the Shareholders. By-Laws adopted by the Board of Directors may be repealed or changed by the Board of Directors or by the Shareholders.

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article X - Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in any manner and by way of any procedure provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto
executed these Articles of Incorporation this 18 day of
August, 1999.

Jo Faucheux
Jo Faucheux

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 18th
day of August, 1999, by Jo Faucheux, who is personally known to
me.



Debbie J. Watkins
Notary Public

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

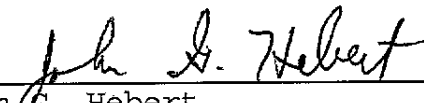
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That A-1 TV, INCORPORATED, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Panama City Beach, County of Bay, State of Florida, has named John Hebert, located at 7510 Thomas Drive, City of Panama City Beach, County of Bay, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



John G. Hebert
(Registered Agent)