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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

PREMIER TELEVISION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

FOR

PREMIER TELEVISION, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME. The name of the corporation shall be **PREMIER TELEVISION, INC.**

ARTICLE II

PLACE OF BUSINESS. The principal place of business and the mailing address of this corporation shall be:

16619 N.W. 71 Court
Miami Lakes, FL 33014

ARTICLE III

STOCK. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares.

ARTICLE IV

PURPOSES. The general purposes for which the corporation is organized are the following:

(a) Production of television shows, network segments, and general television production for United States, Latin America and other international markets.

(b) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Counsel Corporation Act. No other purpose limits this general purpose in any way; and

(c) To do such things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

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PREMIER TELEVISION, INC.

ARTICLE V

MANNER OF ELECTION OF DIRECTORS. The directors shall be elected pursuant to the By-Laws of the Corporation. The number of directors of the Corporation shall be as set forth in the By-Laws of the Corporation.

ARTICLE VI

CORPORATE POWERS. The corporate powers shall be as set forth in the Florida Statutes, as amended.

ARTICLE VII

REGISTERED AGENT AND ADDRESS. The address of the corporation's registered office and the name of its registered agent is LEONARDO J. VALERO, 16619 N.W. 71 Court, Miami Lakes, FL 33014.


ARTICLE VIII

INCORPORATOR. The name and address of the incorporator for these Articles of Incorporation are:

LEONARDO J. VALERO
16619 N.W. 71 Court
Miami Lakes, FL 33014

The undersigned has executed these Articles of Incorporation this November 29, 1999.

Signature of the Incorporator:



LEONARD VALERO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Corporation is PREMIER TELEVISION, INC..

The name and address of the registered agent and office is:

LEONARDO J. VALERO
16619 N.W. 71 Court
Miami Lakes, FL 33014

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


LEONARDO J. VALERO

DATE: November 29, 1999

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