

TRANSMITTAL LETTER

PO1000063954

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

SUBJECT: American Video, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

600004439966--9
-06/25/01--01135--004
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: RANDY BAUCH
Name (Printed or typed)

4848 Cypress Woods Drive
Address

Orlando, FL 32811
City, State & Zip

407-443-5552
Daytime Telephone number

01 JUN 25 4 45 PM '01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NOTE: Please provide the original and one copy of the articles.

RS
6/27/01

FILED

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

01 JUN 25 PM 3:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

American Video, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

4848 Cypress Woods Drive #243 Orlando, FL 32811

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE III PURPOSE

The purpose for which this corporation is organized is:

To provide full video production services to consumers.

ARTICLE IV PURPOSE

The number of shares in stock is:

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is: One Hundred Shares

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

Randy M. Rauch
4848 Cypress Woods Drive #243 Orlando, FL 32811

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Randy M. Rauch
4848 Cypress Woods Drive #243 Orlando, FL 32811

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Randy M. Rauch
4848 Cypress Woods Drive #243 Orlando, FL 32811

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Randy M. Rauch
4848 Cypress Woods Drive #243 Orlando, FL 32811

ARTICLE VI TERM

Length of corporation.

This corporation shall have perpetual existence.

ARTICLE VII DIRECTORS

Number of Directors

This corporation shall have (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. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

Having been named a registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Randy M. Rauch
Signature/Registered Agent

6-19-01
Date

Randy M. Rauch
Signature/Incorporator

6-19-01
Date

FILED
01 JUN 25 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX MISCELLANEOUS

Miscellaneous

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to any person eligible to hold office or to become a director in this corporation.

The stockholders, or any one or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restriction the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statues and laws

of the State of Florida when such by-laws is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect of insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors and members or employees, or in which they are interested, or between the corporation and any corporation or associated of which one or more of its directors are shareholders, member, directors, officers, or employees, or in which shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE X. INDEMNITY

Indemnity

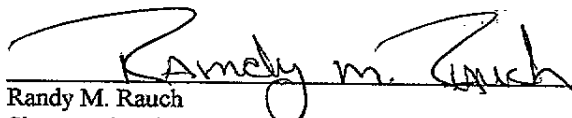
This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of the duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a matter in controversy (whether or not a quorum) that it

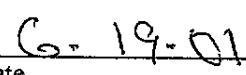
was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence of misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

ARTICLE XI. REGISTERED AGENT

Registered Agent

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 the 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 positions as registered agent.


Randy M. Rauch
Signature/Registered Agent


Date

4848 Cypress Woods Drive #243 Orlando, FL 32811

FILED
01 JUN 25 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA