

LAW OFFICES
BLAXBERG, GRAYSON, & SINGER

MOISES T. GRAYSON
DIRECT LINE: 379-1306

PROFESSIONAL ASSOCIATION
SUITE 706, INGRAM BUILDING
25 SOUTHEAST SECOND AVENUE
MIAMI, FLORIDA 33131-1506

TELEPHONE: (305) 381-7979
TELETYPE: (305) 371-4816

VIA FEDERAL EXPRESS

P950000 10848

January 31, 1995

Secretary of State
Florida Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **RESORT VIDEO, INC.**
Our File No. 800-1

200001388052
-02/06/95--01036--017
****131.25 ****131.25

Dear Sir or Madam:

Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$131.25 for the following fees:

Filing Fee	\$35.00
Certified Copies	52.50
Registered Agent Designation	35.00
Certificate of Good Standing	<u>8.75</u>

Total: \$131.25

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Very truly yours,


Moises T. Grayson

MTG:lb

Enclosures

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F. CHESSER FEB 9 1995

ARTICLES OF INCORPORATION OF
RESORT VIDEO, INC.

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be: RESORT VIDEO, INC.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

MOISES T. GRAYSON
Ingraham Building, Suite 730
25 S.E. 2nd Avenue
Miami, Florida 33131

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be:

501 Brickell Key Drive
Suite 203
Miami, Florida 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

<u>Name</u>	<u>Address</u>
Raymond Diaz	501 Brickell Key Drive Suite 203 Miami, FL 33131
Martha E. Dajer	501 Brickell Key Drive Suite 203 Miami, FL 33131

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

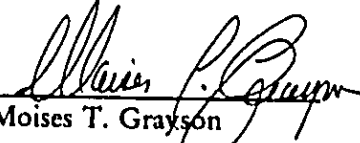
ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

<u>Incorporator</u>	<u>Address</u>
Moises T. Grayson	730 Ingraham Building 25 S.E. 2nd Avenue Miami, Florida 33131

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


Moises T. Grayson

STATE OF FLORIDA :
: SS
COUNTY OF DADE :

BEFORE ME, the undersigned authority, appeared Moises T. Grayson, who is personally known to me or who has produced _____ as identification, and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

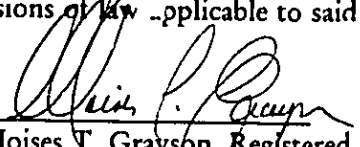
WITNESS my hand and seal in the State and County aforesaid, this 2nd day of February, 1995.


NOTARY PUBLIC, State of Florida

Print Name: LAURA F. BARRERA

My Commission Expires: NOTARY PUBLIC, STATE OF FLORIDA
BARRERA LAURA F. NOTARY PUBLIC

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


Moises T. Grayson, Registered Agent

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FILED
1995 FEB -6 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA