

E. Gerald Block
CERTIFIED PUBLIC ACCOUNTANT

2400 EAST COMMERCIAL BOULEVARD, SUITE 710
FORT LAUDERDALE, FLORIDA 33308
TEL: (305) 770-0100
FAX: (305) 772-3040

March 1, 1996

EFFECTIVE DATE
March 1, 1996

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

100001730991
-03/04/96--01079--017
****122.50 ****122.50

RE: A Video Novels Production, Inc.

Dear Sirs:

Enclosed please find:

1. Original and one copy of articles of incorporation pertaining to
A Video Novels Production, Inc.
2. My check in the amount of \$122.50 for payment of the following:

a. Filing Fee	\$ 35.00
b. Certified Copy of Articles	52.50
c. Registered Agent Designation	35.00
	<u>\$122.50</u>

You will also find enclosed a copy of the Certificate Designating Place of Business and Registered Agent.

Please file these Articles as soon as possible, noting the provision under Article II stating that this Corporation's existence shall commence on the date of execution of said Articles, which is 3/1/96.

Upon its arrival, please return a certified copy of these Articles of Incorporation to the undersigned via the self-addressed stamped envelope provided herein.

Thank you for your cooperation in this matter.

Very truly yours,



E. Gerald Block, C.P.A.

EGB/rd
enclosures

95 MAR -4 PM 3:14
FBI

63 3/6/96

ARTICLES OF INCORPORATION

OF

A VIDEO NOVELS PRODUCTION, INC.

FILED
96 MAR -4 AM 8:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is A Video Novels Production, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

EFFECTIVE DATE
March 1, 1996

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPLE OFFICE

The street address of the initial registered office of this Corporation is 3210 North 72nd Terrace, Hollywood, Florida 33024 and the name of the initial registered agent of this Corporation at that address is David Dones. The street address of the principle office is 3210 North 72nd Terrace, Hollywood, Florida 33024.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never have less than one (1). The name and address of the initial Director of this Corporation is:

David & Ruth V. Dones
3210 North 72nd Terrace
Hollywood, Florida 33024

ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the person(s) signing these Articles is (are):

David & Ruth V. Jones
3210 North 72nd Terrace
Hollywood, Florida 33024

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Article of Incorporation on this 1st day of March, 1996.

David Jones
Ruth Jones

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 1st
day of MARCH, 1996, by David Donegan & Ruth Donegan, who is
personally known to me or who has produced a driver's license as
identification and who did take an oath.

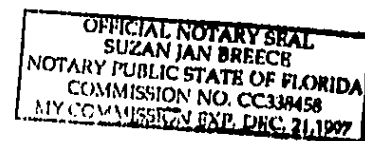
sign

Suzan Jan Breece

print

SUZAN JAN BREECE

State of Florida at Large
My Commission Expires:



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

FILED
96 MAR -4 AM 8:15
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

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

First: A Video Novels Production, Inc. desiring to be organized under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Hollywood, County of Broward, State of Florida, has named David Dones, whose business office is located at 3210 North 72nd Terrace, Hollywood, Florida 33024 as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

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

