

CONTACT:

P970000 21235

OFFICE USE ONLY (Document #)

RUSH

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

200002107722-0  
-03/07/97 01009-000  
\*\*\*122.50 \*\*\*122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1	Video 54, Inc.	
	(Corporation Name)	(Document #)
2		
	(Corporation Name)	(Document #)
3		
	(Corporation Name)	(Document #)
4		
	(Corporation Name)	(Document #)

FILED  
97 MAR -7 PM 3: 14  
TALLAHASSEE, FLORIDA

Walk In

Pick Up Time

Mail Out

Will Wait

Photocopy

Certified Copy

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCS

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

MAR 7 1997

RECEIVED  
97 MAR 7 PM 2: 22  
DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

HOLD FOR  
PICKUP BY  
UCC SERVICES

Examiner's Initials

ARTICLES OF INCORPORATION

OF

VIDEO 54, INC.

ARTICLES I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is VIDEO 54, INC., and its principal place of business shall be located at 11420 West Sample Road, Coral Springs, Florida 33065.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock of a par value of One Cent (.01) per share.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11420 West Sample Road, Coral Springs, Florida 33065, and the name of the initial registered agent of this corporation at that address is Keith Dawes.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have one (1) Director who shall serve until a successor shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Marc Mompoint	12254 West Sample Road Coral Springs, Florida 33065

ARTICLE VIII - OFFICERS

The initial officers of the corporation shall be elected at the first meeting of the Board of Directors and shall serve until their successors shall be elected or appointed.

ARTICLE IX - INCORPORATORS

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Marc Mompoint	12254 West Sample Road

FILED  
97 MAR -7 PM 3:14  
TALLAHASSEE, FLORIDA

Coral Springs, Florida 33065

**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.083, Florida Statutes (1996).

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. These Articles of Incorporation may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: March 3, 1997

x Marc Mompont  
Marc Mompont, Incorporator

FILED  
9 MAR -7 PM 3:14  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

x Marc Mompont  
Marc Mompont, Incorporator

First, that VIDEO 54, INC.

desiring to organize or qualify under the laws of the State of Florida, has named Keith Dawes, at 11420 West Sample Road, Coral Springs, Florida 33065, as its agent to accept service of process within Florida.

Dated: March 3, 1997

x Marc Mompont  
Marc Mompont, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 3RD DAY OF MARCH, 1997.

Keith Dawes  
Keith Dawes, Registered Agent