

P98000105568

TRANSMITTALLETTER

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

700002714897--5
-12/17/98--01098--005
122.50 *78.75

SUBJECT: VIDEO DIRECT DISTRIBUTORS, INC./Incorporation Materials

Enclosed is an original and two copies of the articles of incorporation and a check for \$122.50 to cover the filing fee and certified copy fee for the above named corporation.

From: Francisco A. Corrales
3453 NW 44th Street
Fort Lauderdale, Florida 33309
Tel: 954/484-3232

~~700002714897--5
-12/17/98--01098--005
122.50 *78.75~~

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 AM 11:59

New Profit
SP 12/21/98

ARTICLES OF INCORPORATION

98 DEC 17 AM 11:59

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

Article 1: Name

The name of the corporation shall be:

Video Direct Distributors, Inc.

Article 2: Principal Office

The principal place of business and mailing address of this corporation shall be:

2310 NW 55th Ct., Suite 132

Fort Lauderdale, Florida 33309

Article 3: Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

25,000 shares

Article 4: Initial Registered Agent

The name and address of the initial registered agent is:

Francisco Corrales, Esq.

3453 NW 44th Street, Suite 107

Fort Lauderdale, Florida 33309

Article 5: Initial Corporate Officers

The corporation shall have four (4) officers, being that of President, Vice-President, Secretary and Treasurer. The name(s) and address(es) of those officers is / are as follows:

Robert M. Lazarus
2310 NW 55th Ct, Suite 132
Fort Lauderdale, Florida 33309
President, Vice-President, Secretary & Treasurer

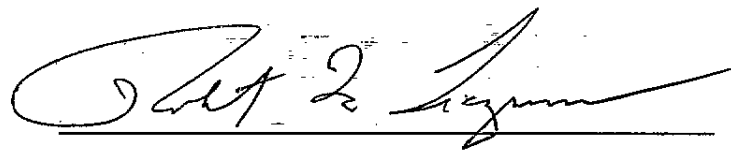
Article 6: Incorporators

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation is / are:

Robert M. Lazarus
2310 NW 55th Ct, Suite 132
Fort Lauderdale, Florida 33309

The undersigned incorporator(s) has / have executed these Articles of Incorporation this

16 day of December, 1998.



Mr. Robert M. Lazarus

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 17 AM 11:59

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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

1. The name of the corporation is:

Video Direct Distributors, Inc.

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

Mr. Francisco A. Corrales

3453 NW 44th Street, Suite #107

Fort Lauderdale, Florida 33309

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.



Signature



Date