

698214

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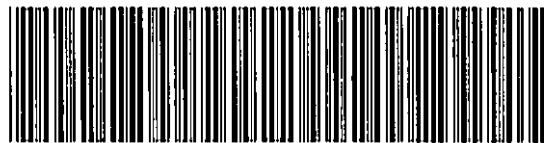
(Business Entity Name)

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LAW OFFICES
DAVID H. KLEIN

SUITE 208 DADELAND TOWERS
8200 SOUTH DADELAND BOULEVARD
MIAMI, FLORIDA 33156
TELEPHONE (305) 667-5000

14 EAST 80TH STREET
NEW YORK, N.Y. 10022
TELEPHONE (212) 421-1800

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698214

Mr. D. McKinnon
Division of Corporations
Secretary of State
The Capitol
Tallahassee, Florida 32304

Re: Digital Video International, Inc.

Dear Mr. McKinnon:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for Digital Video International, Inc. including Certificate of Registered Agent, together with our check in the sum of \$68.00 for filing of these Articles.

Please file the Articles of Incorporation and confirm to the undersigned when this has been accomplished.

Thank you for your cooperation.

Very truly yours,

DAVID H. KLEIN

DHK/gh
Enclosures

FILED
AUG 10 10 01 AM '81
TALLAHASSEE, FLORIDA

C. TAX	35
FILING	15
R. AGENT FEE	3
C. COPY	13
TOTAL	68
N. BANK	
BALANCE DUE	
REFUND	

CT due \$ 30
Overpaid \$ 5

SRZ

Cur 8/10
PAC 8/11

REVENUE
15 AUG - 81

698214

FILED

AUG 10 10 01 AM '81

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DIGITAL VIDEO INTERNATIONAL, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is DIGITAL VIDEO INTERNATIONAL, INC.

ARTICLE II

DURATION

The corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation with the Secretary of State of Florida and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE III

PURPOSE

The corporation is organized to engage in any activity within the purposes for which corporations may be organized under the Florida General Corporation Act.

ARTICLE IV

STATED CAPITAL

The aggregate number of shares which the corporation shall have authority to issue shall be Five Thousand (5,000) shares which shall not be divided into any class, and which shares shall have a par value of \$1.00. Each outstanding share, regardless of class, shall be entitled to one vote for each matter submitted to a vote at a meeting of the shareholders. The shares of stock may be issued for such

consideration as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or in services actually performed for the corporation. Shares may not be issued until the full amount of consideration has been paid. Issuance of any shares of stock is subject to that certain shareholder agreement now in existence.

ARTICLE V

BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

Any and all the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

The name and street address of the initial Director who shall hold office until his successor, who shall be chosen at the first meeting of the stockholders, has qualified shall be:

PAUL STEVENS
8325 S.W. 132nd Street
Miami, Florida 33156

ARTICLE VI

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent permitted by law.

ARTICLE VII

BY-LAWS

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Director

may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VIII

AMENDMENT

The 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 IX

INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is:

DAVID H. KLEIN, ESQ.
9200 South Dadeland Boulevard
Suite 209
Miami, Florida 33156

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 9200 South Dadeland Boulevard, Suite 209, Miami, Florida 33156, and the name of the initial registered agent at that address is: DAVID H. KLEIN, ESQ.

IN WITNESS WHEREOF, the undersigned, as incorporator, does hereby execute these Articles of Incorporation on this 3rd day of August, 1981.



DAVID H. KLEIN, ESQ.

STATE OF FLORIDA)
) ss:
COUNTY OF DIME)

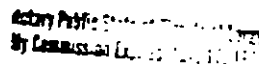
BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DAVID H.

KLEIN, ESQ., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein intended.

WITNESS my hand and official seal this 22 day of August, 1981, at Miami, Dade County, Florida.


Notary Public, State of Florida
at Large

My Commission Expires:


My Commission Expires: 12/31/82

CERTIFICATE OF REGISTERED AGENT

OF

DIGITAL VIDEO INTERNATIONAL, INC.

Pursuant to Florida Statutes, Chapters 48 and 607, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation, at 9200 South Dadeland Boulevard, Suite 209, Miami, Florida 33156, has named DAVID H. KLEIN, ESQ., located at the aforesaid address, as its Registered Agent to accept service of process within this State.

A C K N O W L E D G M E N T

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 provisions of Florida law in keeping open said office.


DAVID H. KLEIN, ESQ.