



THE COMPANY CORPORATION

The Christina Centre N. Walnut St. Wilmington, Delaware (302) 575-0440 (302) 575-0440

F95000004147

August 22, 1995

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500001572289
-08/29/95--01063--013
*****70.00 *****70.00

RE: VIDEO MARKETING, INC.
9507202520240

Dear Sir or Madam:

Enclosed please find Application for Authority (and related documents, if appropriate) and our check in the amount of \$70.00 for VIDEO MARKETING, INC.

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Vickie Joyner

Vickie Joyner
Corporate Service Representative

enc.

9/8/28
55 AUG 28 PM 1:47
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. VIDEO MARKETING, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE
(State or country under the law of which it is incorporated)

3. * APPLIED FOR / PENDING
(FEI number, if applicable)

4. 7/28/95
(Date of Incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. 10/95
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 5434 WEST SAMPLE ROAD - SUITE # 524
MARGATE FL 33063
(Current mailing address)

8. MARKETING OF SPECIAL INTEREST/EDUCATIONAL VIDEOS BOTH WORKSPACE
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) & RETAIL/MAIL ORDER - ALSO, ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: LARRY WOLFE

Office Address: 200-A JOHN KNOX ROAD

TALLAHASSEE, Florida, 32303
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

see attached

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 28 PM 1:4

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: JERRY JAY GREENE

Address: 3769 CARAMBOLA CIRCLE NORTH

Vice Chairman: COCONUT CREEK, FL 33066-2444

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: JERRY JAY GREENE

Address: 3769 CARAMBOLA CIRCLE NORTH

COCONUT CREEK, FL 33066-2444

Vice President: _____

Address: _____

Secretary: JERRY JAY GREENE

Address: 3769 CARAMBOLA CIRCLE NORTH

COCONUT CREEK, FL 33066-2444

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Jerry Jay Greene

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JERRY JAY GREENE CHAIRMAN/PRES/SEC.

(Typed or printed name and capacity of person signing application)

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is
submitted:

First, this Video Marketing, Inc.
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Margato, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.


Larry Wolfe

August 22, 1995
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
95 AUG 28 PM 1:47

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREDY CERTIFY "VIDEO MARKETING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF AUGUST, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF RECORDS
95 AUG 28 PM 1:47



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

7616416

AUTHENTICATION:

DATE: 08-22-95