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LAW OFFICES OF
MITCHELL E. ALBAUGH, P.A.
Attorney At Law

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 19 AM 8:17

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April 16, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: TAMPA BAY AREA PROFESSIONAL VIDEOGRAPHERS ASSOCIATION, INC.
A Florida Corporation

Dear Sir or Madam:

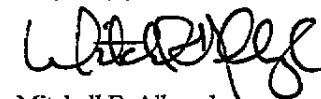
Please find enclosed the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 (\$35.00 for Filing and \$35.00 for Designation of the Registered Agent).

From: Mitchell E. Albaugh, Esquire
MITCHELL E. ALBAUGH, P.A.
314 Bloomingdale Avenue East
Brandon, Florida 33511
(813) 654-0099

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Thank you for your cooperation in this regard.

Very truly yours,


Mitchell E. Albaugh

MEA:ma

ENCLOSURES

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**ARTICLES OF INCORPORATION
OF
TAMPA BAY AREA PROFESSIONAL
VIDEOGRAPHERS ASSOCIATION, INC.**

THE UNDERSIGNED incorporators, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act (hereinafter the Act), hereby adopt the following Articles of Incorporation.

ARTICLE 1.

The name of this corporation shall be *TAMPA BAY AREA PROFESSIONAL VIDEOGRAPHERS ASSOCIATION, INC.*, sometimes hereinafter referred to as the "Association."

ARTICLE 2.

The physical and mailing address of the principal office of the corporation is:

*1317 Dew Bloom Road
Valrico, Florida 33594*

ARTICLE 3.

The Association shall commence existence upon the filing of these Articles by the Florida Department of State, and shall thereafter have perpetual existence.

ARTICLE 4.

The general nature, objects and purposes of the Association are as follows:

1. To promote professionalism, integrity and honest business practices in the videography industry, and to provide a primary channel of communication, information and education to association members, the public, and to suppliers, distributors and manufacturers of video equipment.

2. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including:

To sue and be sued, to prosecute to completion or settle any suits or other action to obtain or enforce its rights hereunder and to defend to completion or settle any suits or action brought against it;

In any lawful manner, to acquire, own, hold, improve manage, operate, maintain, repair, replace, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with the Association's affairs;

To own, acquire, operate and maintain the common surface water management system,

hereinafter referred to by name or together with other areas collectively as the "Common Properties," as further described in the Plat of the property;

To employ such persons or to contract with such independent contractors or agents as shall be reasonably required or appropriate, in the reasonable judgment of the Board of Directors, in order for the Association to carry out, perform and discharge all or any part of its duties, obligations, and responsibilities pursuant to the Declaration and these Articles;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Association may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To from time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots and the Common Properties consistent with the rights and duties established by the Deed Restrictions and by these Articles.

To have and exercise all powers necessary and convenient to effect its purposes; and

To indemnify any person who by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation to the full extent as permitted by the Act.

To establish, make, levy, impose, enforce and collect all Assessments for which provision is made in the Declaration or which shall otherwise be necessary to provide and assure the availability of such funds as may be reasonably necessary to pay all common expenses.

To engage in any and all other activities permitted to be engaged in by a corporation not for profit under the laws of the State of Florida as may be necessary or appropriate for the fulfillment of the duties, responsibilities, and obligations of the Association and for the achievement of the objects and purposes for which the Association has been created, formed and established.

ARTICLE 5.

Any individual or designated representative of a company that meets the requirements established by the Board of Directors, as set forth in the Bylaws, shall be admitted to membership in the Association.

ARTICLE 6.

The management of the Association shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is four (4). In addition, a fifth director is to be added pursuant to the Bylaws. The number of Directors may be increased or decreased from time to time by amending the Bylaws, but shall never be less than three (3). The Members shall elect the Directors at an annual meeting. The names and addresses of the initial Board of Directors/Officers, who, unless otherwise provided in the bylaws, shall serve for the first year of existence of the Association, or until their successors are elected and have qualified, are:

Aaron Scott
1317 Dew Bloom Road
Valrico, Florida 33594

Doug VanEtten
7333 Jasmin Drive
New Port Ritchie, Florida 34652

Chuck Bengel
509 Limetree Drive
Oldsmar, Florida 34677

Aldo Micheletti
15809 Country Lake Drive
Tampa, Florida 33624

ARTICLE 7.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 8.

The officers of the Association shall consist of a President, Vice President, Secretary, Treasurer, and President Emeritus, and such other officers and assistant officers as may be provided by the Bylaws. Each officer shall be elected by the Board of Directors and may be removed by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial officer of the Association is as follows:

President: Aaron Scott
1317 Dew Bloom Road
Valrico, Florida 33594

Vice President: Doug VanEtten
7333 Jasmin Drive
New Port Ritchie, Florida 34652

Secretary: Chuck Bengel
509 Limetree Drive
Oldsmar, Florida 34677

Treasurer: Aldo Micheletti
15809 Country Lake Drive
Tampa, Florida 33624

President Emeritus: (To be determined)

ARTICLE 9.

The name and address of the incorporators executing these Articles of Incorporation is:

Aaron Scott
1317 Dew Bloom Road
Valrico, Florida 33594

Doug VanEtten
7333 Jasmin Drive
New Port Ritchie, Florida 34652

Chuck Bengale
509 Limetree Drive
Oldsmar, Florida 34677

Aldo Micheletti
15809 Country Lake Drive
Tampa, Florida 33624

ARTICLE 10.

The address of the initial registered office and name of the initial Registered Agent of this corporation shall be:

Aaron Scott
1317 Dew Bloom Road
Valrico, Florida 33594

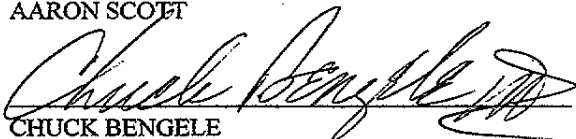
ARTICLE 11.

The Association 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation
this 15th day of April, 2002.



AARON SCOTT



CHUCK BENGELE



DOUG VANETTEN



ALDO MICHELETTI


FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

02 APR 19 AM 8:17


PURSUANT TO the provisions of the Florida Not for Profit Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/office in the State of Florida:

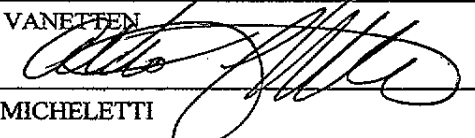
1. The name of the corporation is **TAMPA BAY AREA PROFESSIONAL VIDEOGRAPHERS ASSOCIATION, INC.**
2. The name and address of the registered agent/office is **Aaron Scott, 1317 Dew Bloom Road, Valrico, Florida 33594**



AARON SCOTT


CHUCK BENGELE



DOUG VANETTEN


ALDO MICHELETTI

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.



AARON SCOTT