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September 9, 2002

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32399

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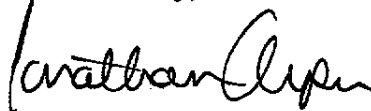
RE: Professional Videographers of Central Florida, Inc.

Dear Sirs:

Please find enclosed for filing an original and one copy of the Articles of Incorporation for Professional Videographers of Central Florida, Inc. along with a check in the amount of \$78.75 for the filing fee. Please return a certified copy of the Articles of Organization in the enclosed envelope.

Please contact me if the name is not available or if you require additional information.

Sincerely,



Jonathan B. Alper

JBA:jjr



FILED
02 SEP 12 AM 10:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
PROFESSIONAL VIDEOGRAPHERS OF CENTRAL FLORIDA, INC.

FILED
02-SEP-12 AM 10:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes hereby forms a corporation not for pecuniary profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be PROFESSIONAL VIDEOGRAPHERS OF CENTRAL FLORIDA, INC.

ARTICLE II

The corporation shall begin existence on the date of filing.

ARTICLE III- TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV- PURPOSES AND POWER OF CORPORATION

A. The specific purpose of the corporation is to operate as a non-profit membership organization of professional and amateur videographers.

B. Generally, this corporation is organized for professional educational purposes, including, for all such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

C. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to a corporation not for pecuniary profit and not inconsistent with these Articles of Incorporation.

D. Notwithstanding any other provision of these Articles of Incorporation:

1. No part of the net earnings of this corporation shall inure to the benefit of; or be distributable to its members, trustees, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

2. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
3. This corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code or (1) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.
4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 501(a) of the Internal Revenue Code of 1986 or corresponding section of any future tax code, it shall comply with the provisions of Section 617.0835, Florida Statutes, for so long as it remains a private foundation.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the registered office and registered agent is:

Andy Hutchinson
3500 Aloma Ave., F-8
Winter Park, FL 32792

ARTICLE VI - MEMBERS

The one of initial members of the corporation shall be the incorporator of these Articles, and additional persons may be approved for membership by the Board of Directors, in such manner as may be prescribed by the bylaws of the corporation. The Corporation reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion or sex.

ARTICLE VII- INCORPORATORS

The name and address of the incorporator is:

Andy Hutchinson
3500 Aloma Ave., F-8
Winter Park, FL 32792

ARTICLE VIII- BOARD OF DIRECTORS

A. The initial Board of Directors shall be comprised of a minimum of three (3) members who shall serve until their successors are elected and installed pursuant to the procedures set forth in the Bylaws.

B. The number of members constituting the Board of Directors may be increased or decreased by the Board of Directors from time to time at any regular or special meeting and any vacancies may be filled by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting duly called for that purpose provided a quorum of the Board is present. The Board of Directors, however, shall never be less than three (3) members.

C. The members reserve the exclusive power to adopt, alter, amend or repeal the Bylaws of this corporation; provided, however, that the initial Bylaws of this corporation shall be adopted by the Board of Directors.

D. The initial Board of Directors are:

Joe DeBlasi, 1702 Range Circle, Longwood, FL 32750
Keith LaMotte, 401 Sequoia Court, Geneva, FL 32732
Andy Hutchinson, 3500 Aloma Ave., F-8, Winter Park, FL 32792
Lee Lucia, 526 Oakhurst St., Altamonte Springs, FL 32701

ARTICLE IX- INITIAL OFFICERS

The initial officers of the corporation are:

President:	Andy Hutchinson, 3500 Aloma Ave., F-8, Winter Park, FL 32792
Vice-President:	Lee Lucia, 526 Oakhurst St., Altamonte Springs, FL 32701
Secretary:	Bruce Reynolds, 511 Ridgewood St., Altamonte Springs, FL 32701
Treasurer:	Ed Medici, 6649 Anory Court, Suite 10, Winter Park, FL 32792

ARTICLE X - INDEMNIFICATION OF CORPORATION

This corporation may in the discretion of the Board of Directors indemnify any officer, director or any former officer or director to the extent provided by law.

ARTICLE XI - USE OF ASSETS

A. The assets and income derived from the assets of this corporation shall be used solely for the purposes set forth in these Articles of Incorporation. Any disbursements shall be at the approval and direction of the Board of Directors and the members in accordance with the Bylaws. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or thereafter amended. Accordingly, no part of the affairs of this corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of this corporation.

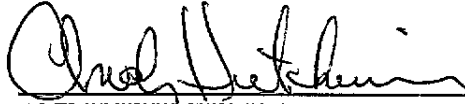
ARTICLE XII- AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of a majority of the members, as set forth in the bylaws, at any regular or special meeting of the membership called for such purpose in accordance with the provision of the Bylaws.

ARTICLE XIII- DISSOLUTION OF CORPORATION

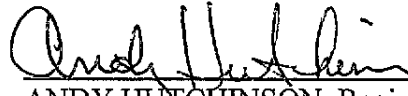
Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this corporation, dispose of all of the assets of this corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time (or the corresponding provision of any future United States Internal Revenue law), or to the federal, state or local government, as the members shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, officer or other private person, other than as reasonable payment for services rendered by such person.

6th IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal this ____
day of September, 2002, for the purposes of forming this corporation not for
profit under the laws of the State of Florida.


ANDY HUTCHINSON, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for PROFESSIONAL VIDEOGRAPHERS OF CENTRAL FLORIDA, INC., at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.


ANDY HUTCHINSON, Registered Agent
3500 Aloma Ave., F-8
Winter Park, FL 32792

FILED
02 SEP 12 AM 10:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA