

N9900006375

TRANSMITTAL LETTER

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

500003024085--2
-10/25/99--01108--014
*****70.00 *****70.00

SUBJECT: VIRTUE VIDEOS, Inc.
(Proposed corporate name - must include suffix)

99 OCT 25 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: DEREK MORELL
Name (Printed or typed)

230 Alhambra Place
Address

West Palm Beach, FL 33405
City, State & Zip

(561) 682-3456
Daytime Telephone number

F. CHESTER

OCT 26 1999

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

For

(A Not-for-profit Corporation)

The undersigned incorporators, in order to form a not-for-profit corporation under the laws of the State of Florida, adopt the following Articles of Incorporation.

ONE

The name of this corporation is **Virtue Videos, Inc.**

TWO

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

Virtue Videos, Inc.
230 Alhambra Place
West Palm Beach, FL 33405

THREE

This corporation is organized for the purpose of creating and producing a continuing series of Children's programs for families, churches and other interested organizations, and

Seeks to inspire spiritual enlightenment through entertainment, and

Provide creative production experience for local talent seeking to gain employment in the industry.

Therefore, it is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FOUR

The initial set of FIVE (5) directors shall appoint persons to the Board of Directors upon the recommendation of the President of the Corporation.

FIVE:

The period of duration of this corporation is perpetual.

SIX:

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 25 AM 8:55

FILED

ARTICLES OF INCORPORATION

For

(A Not-for-profit Corporation)

This corporation shall have one class of membership. Any person shall be qualified to become a member upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of the State of Florida.

SEVEN:

Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed 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 these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax

ARTICLES OF INCORPORATION

For

(A Not-for-profit Corporation)

under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

EIGHT:

The initial registered agent for this organization will be: **Brian M. Hager**

Street Address:

4 Pinetree Circle
Tequesta, FL 33469

Mailing Address:

230 Alhambra Place
West Palm Beach, FL 33405


NINE:

The names and addresses of the incorporators of this corporation are:

Derek Morell
230 Alhambra Place
West Palm Beach, FL 33405


Cécilia Silva
230 Alhambra Place
West Palm Beach, FL 33405

Brian Hager
P.O.Box 3697
Tequesta, FL 33469



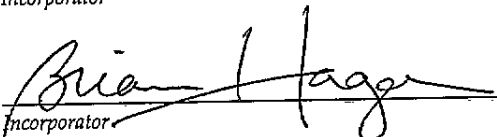
Incorporator

October 17, 1999



Incorporator

October 17, 1999



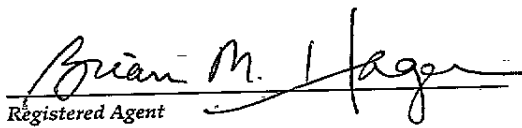
Incorporator

October 17, 1999

ARTICLES OF INCORPORATION
For

(A Not-for-profit Corporation)

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 am familiar with and accept the obligations of my position as a registered agent.


Registered Agent

October 17, 1999

FILED
99 OCT 25 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA