

P000000024033

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000010176 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : BOWMAN, GEORGE, SCHEB, TOALE & ROBINSON, P.A.
Account Number : I19990000222
Phone : (941) 366-5510
Fax Number : (941) 951-0839

FILED
00 MAR -8 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Video Property Archives, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

W-6085

H00000010176 6

FILED
00 MAR -8 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VIDEO PROPERTY ARCHIVES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name.

The name of the Corporation is: VIDEO PROPERTY ARCHIVES, INC. The address of the principal office of this corporation shall be 2283 Gold Oak Lane, Sarasota, FL 34232-6826, and the mailing address will be the same.

Article 2. Duration.

The duration of the Corporation is perpetual.

Article 3. Purpose.

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock.

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent.

H00000010176 6

H00000010176 6

The street address of the initial Registered Office of the Corporation is 22 South Tuttle Avenue, Suite 3, Sarasota, FL 34237, and the name of its initial Registered Agent at that address is James E. Toale.

Article 6. Initial Board of Directors.

The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the ByLaws but shall never be less than one (1). The name and address of the initial Director of the Corporation is as follows:

Bruce Schwartz	2283 Gold Oak Lane Sarasota, FL 34232
Julie Schwartz	2238 Gold Oak Lane Sarasota, FL 34232
David S. Schwartz	600 Yardarm Lane Longboat Key, FL 34228

Article 7. Incorporator.

The name and address of the Incorporator is as follows:

Bruce Schwartz
2283 Gold Oak Lane
Sarasota, FL 34232

Article 8. Amendment.

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification.

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Preemptive Rights.

Each Shareholder of the Corporation shall have the right to

H00000010176 6

H00000010176 6

purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within seven (7) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 11. Stock Transfer Restrictions.

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 12. Rights of Initial Directors

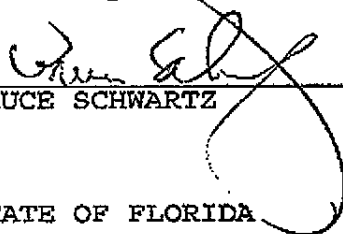
The initial Director shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect the initial Director named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the

H00000010176 6

H00000010176 6

Corporation. This Article may not be amended in any way without the written consent of the initial Director who is a Shareholder of the Corporation at the time of the amendment.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 7th day of March, 2000.



BRUCE SCHWARTZ

STATE OF FLORIDA

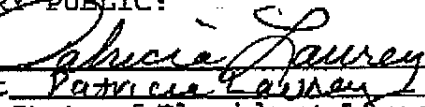
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 7th day of March, 2000 by Bruce Schwartz, who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

sign

print



Patricia Laurey
State of Florida at Large (Seal)
My Commission Expires:



PATRICIA LAUREY
COMMISSION # CC 671608
EXPIRES AUG 13, 2001

ATLANTA VIDEO PROPERTY ARCHIVES, INC. OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of VIDEO PROPERTY ARCHIVES, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 7th day of March, 2000.



James E. Toale, Registered Agent

H00000010176 6