

TRANSMITTAL LETTER

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

7000003177657-1  
-03/21/00--01065--014  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT:

Videotek Productions, Inc.  
(Proposed corporate name - must include suffix)

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 of  
Status

ADDITIONAL COPY REQUIRED

FROM:

Kalile Frederick  
Name (Printed or typed)

Mailing  
Address:

8410 NE 1<sup>st</sup> place #206  
Address

Miami FL 33138  
City, State & Zip

305: 335-7126  
Daytime Telephone number

FILED  
00 MAR 21 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

**VIDEOTEK PRODUCTIONS INC.  
ARTICLES OF INCORPORATION Inc.**

**A Florida Corporation**

The undersigned Incorporate to these Articles of Incorporation, of: **VIDEOTEK PRODUCTIONS INC.**, a Florida Corporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATION NAME**

The name of this corporation is:

**VIDEOTEK PRODUCTIONS INC.**, a Florida Corporation

Having it's initial offices at:

**937 N.E. 125 Street, MIAMI, FLORIDA 33161**

**ARTICLE II**

**NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 50 shares of common stock having NONE (\$ 0 ) Dollars PAR VALUE. Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non- issued or sale of treasury share. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury share may be paid, in whole or in part, in cash or in other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares

may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

**ARTICLE IV  
PREEMPTIVE RIGHTS**

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V**

**TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI**

**REGISTERD AGENT AND INITIAL REGISTERED OFFICE**

I hereby am familiar with and accept the duties and responsibilities as Registered Agent .The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

**PEGGY JEAN  
937 NE 125TH Street  
MIAMI, FLORIDA 33161**

The Board of Directors may, from time to time move the Registered Office to any other address in the State of Florida.

**ARTICLE VII**

**BOARD OF DIRECTORS**

This Corporation shall have TWO directors initially. The number of directors may be increased or diminished from time to time by By- laws adopted by the stockholders, but shall never be less than ONE.

**FILED**  
00 MAR 21 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**VIDEOTEK PRODUCTIONS INC.  
ARTICLES OF INCORPORATION Inc.**

**ARTICLE IIX  
INITIAL DIRECTORS**

The name of the initial directors of this Corporation and their street addresses are:

	NAME	ADDRESS
<b>PRESIDENT:</b>	<b>KALILE FREDERICK</b>	<b>937 N.E. 125 STREET, N. MIAMI, FLORIDA 33161</b>
<b>VICE- PRESIDENT:</b>	<b>PEGGY JEAN</b>	<b>937 N.E. 125 STREET, N. MIAMI, FLORIDA 33161</b>
<b>SECRETARY:</b>	<b>PEGGY JEAN</b>	<b>937 N.E. 125 STREET, N. MIAMI, FLORIDA 33161</b>
<b>TREASURY:</b>	<b>PEGGY JEAN</b>	<b>937 N.E. 125 STREET, N. MIAMI, FLORIDA 33161</b>

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE IX**

**INDEMNIFICATION**

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonable incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

**ARTICLE X**

**BY- LAWS**

The power to adopt, alter, amend or repeal By- laws shall be vested in the Board of Directors. By- laws adopted by the Board of Directors may be repealed or change and new By- Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-laws made by them that such By- law shall not be altered, amended, or repealed by the Board of Directors.

**ARTICLE XI**

**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporate is:

**KALILE FREDERICK  
PEGGY JEAN  
937 N.E. 125 STREET,  
N. MIAMI, FLORIDA 33161**

**ARTICLE XII**

**AMENDMENT**

These articles of Incorporation may be amended in the manner divesting law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written stamen manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XIII**

**RESTRICTION ON TRANSFER OF SHARES**

Every shareholder, prior to selling, transferring or in any manner divesting title to or interest in any share of this corporation, shall offer under the same terms and conditions any such share to the existing registered shareholder for a period of two weeks for purchase or refusal and thereafter to the corporation for a period of one week for repurchase of any remaining share. The existing shareholders have a right to at least a proportionate share of the offered shares and any unpurchased.

VIDEOTEK PRODUCTIONS INC.  
ARTICLES OF INCORPORATION Inc.

IN WITNESS WHEREOF the undersigned, as the Incorporate, has executed the foregoing Articles of Incorporation as of the 13 day of March 2000.

By: [Signature]  
KALILE FREDERICK

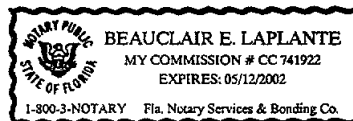
By: [Signature]  
PEGGY JEAN

BEFORE ME, a Notary Public, personally appeared KALILE FREDERICK & PEGGY JEAN, personally known to me, or who provided H-ID F-ID as identification, who ~~did~~ did not take an oath and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal at, DADE COUNTY, FLORIDA, this 13 day of March, 2000.

[Signature]  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires



FILED  
00 MAR 21 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA