

LAW OFFICES  
GRANT W. KEHRES, P.A.  
NationsBank Building  
2000 Glades Road - Suite 302  
Boca Raton, Florida 33431

TELEPHONE  
(561) 392-5200

FACSIMILE  
(561) 392-6180

ATTORNEYS:  
GRANT W. KEHRES\*

\*BOARD CERTIFIED SPECIALIST  
IN REAL PROPERTY LAW

TITLE INSURANCE  
REAL ESTATE CLOSINGS  
REAL PROPERTY LAW  
TRUSTS AND ESTATE PLANNING  
ESTATE ADMINISTRATION AND PROBATE  
LANDLORD - TENANT LAW  
CORPORATION AND BUSINESS LAW

PC0000049716

May 17, 2000

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 West Gaines Street  
Tallahassee, FL 32301

400003258104--9  
-05/18/00--01106--015  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Our File No.: 4750.01  
Articles of Incorporation  
iDVD BOX, Inc.

Dear Sir/Madam:

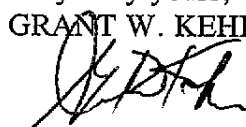
Enclosed, please find one original and one copy of the Articles of Incorporation of the above referenced corporation which we submit to you, together with our check in the sum of \$122.50, and request filing of the original.

Please issue a certified copy of the both the dissolution and AOI and return it to our offices in the enclosed self-addressed envelope.

Also please find the Articles of Dissolution for iDVD BOX.com, Inc. with our check for this service.

Your attention to this matter is greatly appreciated, and we remain,

Very truly yours,  
GRANT W. KEHRES, P.A.

  
Grant W. Kehres,  
for the firm.

FILED  
2000 MAY 19 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GWK:scz  
enclosures  
Via Federal Express

EC 5/19

Authorization to Use Similar Name

TO: The Secretary of State of  
The State of Florida

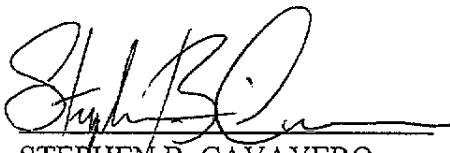
Re: iDVD BOX.com, Inc.  
iDVD BOX, Inc.

Date: May 15, 2000

Dear Sir/Madam:

I am the incorporator of iDVD BOX.com, Inc. as well as the incorporator of iDVD BOX, Inc. I have, this date, filed Articles of Dissolution of iDVD BOX.com, Inc. and have filed Articles of Incorporation of iDVD BOX, Inc.

If there is any objection to incorporating iDVD BOX, Inc. because of a similarity of names of the two (2) corporations, I hereby waive any objection and authorize the incorporation of iDVD BOX, Inc. notwithstanding the similarity.

  
STEPHEN B. CAVAYERO,  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of May, 2000 by STEPHEN B. CAVAYERO, who is personally known to me or has produced a current driver's license as identification and did not take an oath.

  
(Signature of Notary Public)

GRANT W. KEHRES

(Printed name of Notary Public)

Notary Public. Serial Number (if any):

My commission expires:

Seal:



Grant W Kehres

My Commission CC840630

Expires May 26, 2003

ARTICLES OF INCORPORATION  
OF

iDVD BOX, INC.

FILED  
2000 MAY 19 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, having capacity to contract and acting as the Incorporator of this Corporation under the Florida General Corporation Act adopts the following Articles of Incorporation for such Corporation, to-wit:

ARTICLE ONE: NAME AND PRINCIPAL OFFICE

The name of the corporation is: iDVD BOX, INC. The address of its principal office is: 6560 West Rogers Circle, Suite 14, Boca Raton, Florida 33487.

ARTICLE TWO: COMMENCEMENT AND DURATION

The Corporation is to commence its existence upon the filing of these Articles, and will exist perpetually thereafter unless earlier dissolved in the manner prescribed by law.

ARTICLE THREE: PURPOSE AND POWERS.

The purpose of the Corporation is to engage in, for profit, any lawful act or activity for which corporations may be organized under the Florida General Corporation Act, and the Corporation shall have such powers as is necessary to effectuate the purpose herein stated.

#### ARTICLE FOUR: CAPITAL STOCK

The maximum number of shares which the Corporation shall have the authority to issue is Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE FIVE: PREEMPTIVE RIGHTS

The shareholders of any class or series of stock of the Corporation shall have the preemptive right to subscribe, in proportion to their holdings (rounded to the nearest full share) at the price it is offered to others, for any authorized but unissued or treasury stock of such class or series of the Corporation to be issued.

#### ARTICLE SIX: MANAGEMENT

The activities and affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall be such as from time to time shall be fixed by the By-laws of the Corporation; but in no event shall the number be less than one (1). The Board of Directors is expressly authorized to make, alter or repeal the By-laws of the Corporation. The initial Board of Directors shall consist of two (2) directors, whose names and addresses are as follows:

STEPHEN B. CAVAYERO, 6560 West Rogers Circle, Suite 14, Boca Raton, Florida 33487

RAMON A. TRIANA, 6560 West Rogers Circle, Suite 14, Boca Raton, Florida 33487.

#### ARTICLE SEVEN: INDEMNIFICATION

The Corporation shall have the power to enter into an indemnity agreement with any officer or director, or any former officer or director, indemnifying the same to the full extent permitted by law.

#### ARTICLE EIGHT: INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the Corporation, and the street address of the initial registered office of the Corporation in the State of Florida is: STEPHEN B. CAVAYERO, 6560 West Rogers Circle, Suite 14, Boca Raton, Florida 33487.

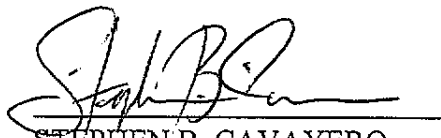
#### ARTICLE NINE: INCORPORATOR

The name and address of the incorporator hereunder is: STEPHEN B. CAVAYERO, 6560 West Rogers Circle, Suite 14, Boca Raton, Florida 33487.

#### ARTICLE TEN: RESERVED POWERS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida; and all rights and powers conferred on directors or shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida does make, file and record these Articles, and certifies that the facts herein stated are true. In addition, by execution of this instrument, the undersigned, as registered agent states: I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

A handwritten signature in black ink, appearing to read 'Stephen B. Cavayero', is written over a horizontal line.

STEPHEN B. CAVAYERO,  
Incorporator and Registered Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of May, 2000 by  
STEPHEN B. CAVAYERO, who is personally known to me or has produced a current driver's  
license as identification and did not take an oath.

  
\_\_\_\_\_  
(Signature of Notary Public)

GRANT W. KEHRES  
(Printed name of Notary Public)  
Notary Public, Serial Number (if any): \_\_\_\_\_  
My commission expires: \_\_\_\_\_ Seal:



Grant W Kehres  
My Commission CC840630  
Expires May 26, 2003