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KURT ANDREW SIMPSON
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

August 29, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 *****78.75

To Whom It May Concern:

I am enclosing herewith an original and one (1) copy of the Articles of Incorporation of **VIDEO VISION PRODUCTIONS, INC.** Also, enclosed is my firm's check in the amount of \$122.50 representing the filing fee for the Articles of Incorporation.

Thanking you for your every assistance in this matter I am,

Sincerely yours,

KURT ANDREW SIMPSON
A Professional Association


BRUCE R. ANDERSON, JR., ESQUIRE

BRA/kdj

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
10-01-00

W-217SS
gk 9/5



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 5, 2000

BRUCE R. ANDERSON, JR., ESQUIRE
3500 S. 3RD ST.
OCEAN SOUTH
JACKSONVILLE BEACH, FL 32250

SUBJECT: VIDEO VISION PRODUCTIONS, INC.
Ref. Number: W00000021755

We have received your document for VIDEO VISION PRODUCTIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 100A00046990

ARTICLES OF INCORPORATION
OF
VIDEO VISION PRODUCTIONS OF PONTE VEDRA BEACH, INC.

The undersigned, acting as the incorporator of **VIDEO VISION PRODUCTIONS OF PONTE VEDRA BEACH, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I. NAME

The name of the Corporation is: **VIDEO VISION PRODUCTIONS OF PONTE VEDRA BEACH, INC.**

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the Corporation are: 728 Palmera Drive East, Ponte Vedra Beach, Florida 32082.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on October 1, 2000. This election is made pursuant to §607.0123 and §607.0203, Florida Statutes.

ARTICLE IV. DURATION

The period of duration of the Corporation is perpetual.

ARTICLE V. PURPOSE

The purpose or purposes for which the Corporation is organized are to engage in any activity of business permitted under the Laws of the United States of America and of this State.

ARTICLE VI. AUTHORIZED SHARES

The maximum number of shares the Corporation is authorized to issue is 100,000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The Corporation designates 728 Palmera Drive East, Ponte Vedra Beach, Florida 32082 as

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10-01-00

the street address of the initial registered office of the Corporation and names **Kevin C. Fornes**, the Corporation's initial Registered Agent at that address to accept service of process within this State.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The Corporation has two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but will never be less than one

(1). The names of the initial directors are **Kevin C. Fornes** and **Kimberly A. Fornes**.

ARTICLE IX. INCORPORATOR

The name and street address of the initial Incorporator is:

<u>Name</u>	<u>Address</u>
KEVIN C. FORNES	728 Palmera Drive East Ponte Vedra Beach, Florida 32082

ARTICLE X. INITIAL OFFICERS

The names and addresses of the persons who shall serve as the Officers until the first annual meeting of Shareholders, or until their successor(s) shall have been elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
KEVIN C. FORNES President/Treasurer	728 Palmera Drive East Ponte Vedra Beach, Florida 32082
KIMBERLY A. FORNES Secretary	728 Palmera Drive East Ponte Vedra Beach, Florida 32082

ARTICLE XI. SHAREHOLDER ACTION

Two-thirds consent of the Stockholders of the Corporation shall be required for any Shareholder action.

ARTICLE XII. ADOPTION, AMENDMENT OR REPEAL OF ARTICLES OF INCORPORATION

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholders' meeting, with not less than a two-thirds vote of the common stock.

ARTICLE XIII. PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XIV. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was

an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a Corporation under the laws of the State of Florida, has executed these Articles of Incorporation on September 15, 2000.


KEVIN C. FORNES
Incorporator

ACCEPTANCE

I, the undersigned, agree to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: September 15, 2000



KEVIN C. FORNES

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