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Memorandum

To: The State of Florida  
From: Tommy Marks  
Date: November 1, 2000  
Subject: Articles of Incorporation for:

B&D VIDEO INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Attached to this memorandum are two copies of the Articles of Incorporation for B&D VIDEO INC., and a check in the amount of seventy-eight dollars and seventy-five cents (\$78.75). Please file one copy and return a certified copy to me in the enclosed stamped, self-addressed envelope.

Thank you for your time and efforts.

  
Tommy Marks

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## Articles of Incorporation of

### **B&D VIDEO INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (Chapter 607 of the FLORIDA STATUTES) hereby adopts the following Articles of Incorporation:

#### Article 1

- 1.1 The name of this corporation is: B&D VIDEO INC.

#### Article 2

- 2.1 The principal place of business and office of this corporation is:

10130 Northlake Blvd.  
West Palm Beach, FL 33421

#### Article 3

- 3.1 The purpose of this corporation is: To engage in any lawful act or activity for which a corporation may be organized under the General Laws of the State of Florida.

#### Article 4

- 4.1 This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock."

- 4.2 The total number of shares that the corporation is authorized to issue is One Million (1,000,000) shares. The initial capitalization of One Hundred Thousand (100,000) shares shall be Common Stock. The Preferred Stock may be issued from time to time in one or more series.

- 4.3 The Board of Directors is hereby authorized, to fix or alter the dividend rights, dividend rate, dividend date, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any partially or wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

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## Article 5

5.1 The personal liability of the directors of this corporation for monetary or property damages shall be eliminated to the fullest extent permissible under the Laws of Florida.

5.2 This corporation is authorized to provide indemnification of its directors, officers and agents for breach of duty to the corporation and its shareholders through by law provisions, agreements with agents, shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by the Laws of Florida, subject to the limits on such excess indemnification set forth in the Laws of Florida.

5.3 This corporation shall indemnify, to the full extent permitted by law, the undersigned incorporator.

## Article 6

6.1 The name and address of this corporation's incorporator is:

Tommy Marks  
10130 Northlake Blvd., West Palm Beach, FL 33421


## Article 7

7.1 The name and address of this corporation's initial registered agent is:

Tommy Marks  
10130 Northlake Blvd., West Palm Beach, FL 33421

In witness of this, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned incorporator of this corporation executed these Articles of Incorporation creating, this 1<sup>st</sup> day of November, 2000.

Incorporator's Name:

  
\_\_\_\_\_  
Tommy Marks

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

  
\_\_\_\_\_  
Tommy Marks

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered agent/registered office, in the State of Florida.

1. The name of this corporation is: B&D VIDEO INC.
2. The name and address of this corporation's initial registered agent is:

Tommy Marks  
10130 Northlake Blvd., West Palm Beach, FL 33421

3. The principal place of business and office location of the corporation is:

B&D VIDEO INC.  
10130 Northlake Blvd., West Palm Beach, FL 33421

Having been named Registered Agent to accept service of process for the above stated corporation, I, Tommy Marks, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Laws relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature \_\_\_\_\_

Date \_\_\_\_\_

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