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**FLORIDA PROFIT CORPORATION OR P.A.**

**DVD EXCHANGE, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	08
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 18, 2001

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**ARTICLES OF INCORPORATION  
OF  
DVD EXCHANGE, 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 I**

**Name**

The name of this Corporation is DVD EXCHANGE, INC.

**ARTICLE II**

**Term of Corporate Existence**

The period of duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE III**

**Purpose**

The purposes for which the Corporation is organized are:

- (a) To own operate, manage the business engaged in the etc.
- (b) The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

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#### **ARTICLE IV**

##### **Authorized Shares**

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of Capital Stock. Such shares shall be of a single class, and shall have a par value of ONE (\$1.00) DOLLAR per share and shall be deemed as Section 1244 Common Stock pursuant to the Internal Revenue Code of 1954 as amended or any other Section of the Internal Revenue Code treating such stock in the same manner as Section 1244 Common Stock as previously stated.

#### **ARTICLE V**

##### **Initial Principal Office and Registered Agent**

The street address of the initial principal office of the Corporation is 9891 Sunset Drive, Miami, Florida 33173, and the name of the initial registered agent is Irving J. Whitman, Esquire whose address is 4699 S.W. 72<sup>nd</sup> Avenue, Miami, Florida 33155-4540.

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said at relative to keeping open said office.

  
\_\_\_\_\_  
IRVING J. WHITMAN, ESQ.

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## **ARTICLE VI**

### **Number of Directors**

The business of the Corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of one (1) Director.

## **ARTICLE VII**

### **Initial Board of Directors**

The name(s) and addressee(s) of the person(s) who shall serve as Director until the First Annual Meeting of Shareholders, and thereafter, or until the successor(s) have been elected and qualified, is/are as follows:

#### **Name**

#### **Address**

John C. Dierickx

9891 S.W. Sunset Drive  
Miami, Florida 33173

## **ARTICLE VIII**

### **Initial Incorporator**

The name and address of the initial incorporator is as follows:

#### **Name**

#### **Address**

#### **Shares**

John C. Dierickx

9891 S.W. Sunset Drive  
Miami, Florida 33173

\$1,000.00

The amount of the initial capital of this corporation shall be \$1,000.00.

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## **ARTICLE IX**

### **By-Laws**

The Board of Directors shall adopt By-Laws for this corporation which may be amended, altered or repealed by the shareholders or directors in any manner permitted by the By-Laws.

## **ARTICLE X**

### **Indemnification of Directors and Officers**

1. The Corporation shall indemnify any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigative, other than one by or in the right of this Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his/her capacity as director or officer of this Corporation, or in his/her capacity as director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he/she served at the request of this corporation, against judgments, fines, amounts paid in settlement and reasonable attorney fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of this Corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon plea, of nolo contendere

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or its equivalent, shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he/she had reasonable grounds for belief that such action was unlawful.

b) By or in the right of this Corporation to procure a judgment in its favor by reason of his/her being or having been a director or officer of this corporation, or by reason of his/her being or having been a director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise in which he/she served at the request of this Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court, administrative agency, or investigation body before which such action, suit proceeding is held shall determine upon application, that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. Any indemnification under Section (1) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in manner he/she reasonably believed to be in the best interest of

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the Corporation, and that, with respect to any criminal action or proceeding, he/she had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, a quorum consisting of shareholders who were not parties to such action, suit or proceedings.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of this Corporation to indemnify under applicable law.

#### **ARTICLE XI**

#### **Amendment**

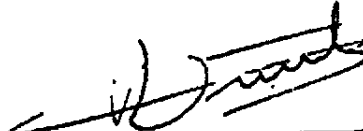
These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon stockholders hereunder are granted subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has made and subscribed to these  
Articles of Incorporation at Miami, Miami-Dade County, Florida on this \_\_\_\_ day of  
\_\_\_\_\_, 2001.

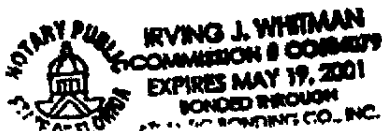
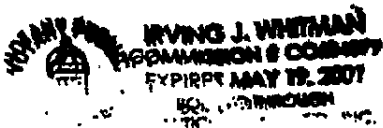
  
\_\_\_\_\_  
Print name  
J. DIERICKX

STATE OF FLORIDA                   )  
                                          ) ss:  
COUNTY OF MIAMI-DADE        )

I HEREBY CERTIFY that on the day and year above written, personally appeared  
before me, the undersigned authority, JOHN C. DIERICKX, to me  
well known to be the person who executed the foregoing Articles of Incorporation and  
acknowledged before me that he executed the same freely and voluntarily for the uses and  
purposes therein set forth and expressed.

My Commission Expires:

  
\_\_\_\_\_  
NOTARY PUBLIC,  
State of Florida at Large



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