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Miami, February 5, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Fla. 32314

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-02/09/01-01077-027
135.00 *87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

01 FEB -9 PM 2:30

RE: Total Video, Inc.

Dear Sirs:

Enclosed please find Articles of Incorporation of the above captioned corporation, together with our check in the amount of \$ 135.00 (ONE HUNDRED AND THIRTY FIVE DOLLARS) representing the filing fee thereof and a certified photocopy fee, a Register Agent Designation and Certificate of Status.

If the same were in order, I would appreciate your returning a copy to us. Please use the photocopy sent by us.

Very truly yours,


Emilio R. Seijo
861 S.E. First Street
Hialeah FL. 33010


T. Burch FEB 12 2001

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01 FEB - 9 PM 2: 30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

Total Video, Incorporated.

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership, limited partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of State of Florida.

ARTICLE I - NAME

The name under which this corporation will conduct its business and be known and recognized is:

Total Video, Incorporated.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to transacted by this corporation shall be: RENT AND SALE OF VIDEOS and any related activity and any and all activities permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of ONE DOLLAR (\$ 1.00) par value common stock.

The amount of capital with which the corporation shall begin business not be less than ONE HUNDRED (\$ 100.00) dollars, or such greater amount as may be required by law.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by written consent of all its shareholders or an act of the corporation to take that effect takes place.

ARTICLE V - ADDRESS

The initial place of business address of this corporation in the state of Florida is:

1051-2 West 29 Street
Hialeah, Fl. 33012

The registered office address for this corporation in the State of Florida will be:

861 SE 1st Street
Hialeah, Fl. 33010

Its registered agent:

Emilio R. Seijo

The board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - SHAREHOLDERS

Shareholder meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the board of Directors.

ARTICLE VII - DIRECTORS

This corporation shall have one Director initially. The number of directors may be increased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of corporation, and any person who serve at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of this having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred 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 provision shall no exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such a firm so interested shall be disclosed or shall have been known to the Board of Directors or such a members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Director of corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contact or transaction, with the like force and effect as if her were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTOR

The names and post office addresses of the members of the first Board of Directors are:

NAME

Emilio R. Seijo

ADDRESS

861 S.E. 1st Street
Hialeah Fl. 33010

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

NAME

Emilio R. Seijo

ADDRESS

701 SW 59TH AVENUE
Hialeah, Fl. 33010

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in any or as many respects as may be desires, provided that the amended articles contain only such provision as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment required the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and sign this 5TH day of February, 2001.

Emilio R. Seijo

STATE OF FLORIDA)
COUNTY OF DADE) S S:

BEFORE ME, the undersigned authority, personally appeared to me well known to me to be individuals described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at
Miami, Dade county, Florida.

Date:



Notary Public of Florida at Large

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR

SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHO PROCESS MAY BE SERVED.

In pursuance of Chapter 48.901, Florida Statues, the following is submitted, in
compliance with said Act:

First --- That TOTAL VIDEO, INCORPORATED desiring to organize under
the laws of States of Florida with its principal office, as indicated in the Articles of
Incorporation at City of Hialeah, County of Date, State of Florida has name -----
--- EMILIO R. SEIJO --- located at --- 861 SE 1st Street -----
--- City of Hialeah, County of Dade, State of Florida, as its agent to
accept services of process within State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at
place designated in this certificate, I hereby accept to act in this capacity and agree
to comply with the provision of said Act relative to keeping open said office.

By _____



(Resident Agent)

SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

01 FEB - 9 PM 2:38

FILED