

PO1000050865

EFFECTIVE DATE

6-1-01

FILED

**FERNANDEZ, BARDELLA & ASSOCIATES**

**ACCOUNTANTS AND TAX CONSULTANTS**

**8510 SW 8TH St., Ste. 1340**

**MIAMI, FL 33144**

**Ph: (305) 321-6540**

01 MAY 15 PM 3:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 9th, 2001

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

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-05/15/01--01081--001

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed are the Articles of Incorporation of Videophase USA, Corporation, a new corporation.  
Also, please find a check for \$70.00 to cover the filing fees.

Sincerely

  
Roberto I. Fernandez  
Accountant

B. BROWN MAY 22 2001

**EFFECTIVE DATE**  
6-1-01

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**VIDEOPHASE USA, CORPORATION**

**ARTICLE I - NAME**

The name of this corporation is: **VIDEOPHASE USA, CORPORATION**

**ARTICLE II - DURATION**

This corporation is to have perpetual existence commencing June 1, 2001

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV CAPITAL STOCK**

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock. The whole of the capital stock of this corporation shall be payable in lawful money of the United States of America.

**ARTICLE V INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 5209 NW 74 AVE. Suite 202, Miami, FL 33166 and the name and address of the initial Registered Agent is Jose Luis Castro, at 5209 NW 74 Avenue, Suite 202, Miami, FL 33166.

**ARTICLE VI INITIAL BOARD OF DIRECTORS**

This Corporation shall have one director initially. The number of directors may be increased by the By-Laws to seven directors, but shall never be less than one. The name and address of the initial director of this corporation is Jose Luis Castro, at 5209 NW 74 Avenue, Suite 202, Miami, FL 33166.

#### ARTICLE VII INITIAL SUBSCRIBERS OF THE STOCK

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are as follows, all the proceeds of which will amount to at least \$ 500.00.

Jose Luis Castro	\$ 500.00
5209 NW 74 Ave., Suite 202	500 Shares
Miami, FL 33166	

#### ARTICLE VIII INCORPORATION

The name and address of the person signing these Articles is:

Jose Luis Castro 5209 NW 74 Avenue, Suite 202, Miami, FL 33166

#### ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

#### ARTICLE X OFFICERS

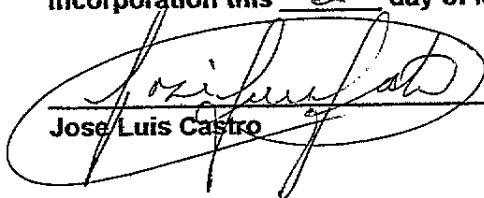
This corporation shall initially have one officer consisting of a President/Treasurer/Secretary.

The number and type of officers may change from time to time by the bylaws, but shall never be less than one officer consisting of a President/Secretary, /Treasurer.

The name and address of the officer is as follows:

Jose Luis Castro, at 5209 NW 74 Ave., Suite 202, Miami, FL 33166

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2 day of May, 2001.


  
Jose Luis Castro

STATE OF FLORIDA  
:SS:  
COUNTY OF MIAMI-DADE:

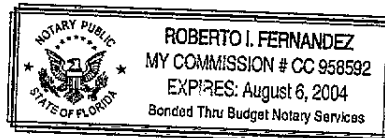
BEFORE ME, A Notary Public authorized to take acknowledgments personally  
appeared Jose Luis Castro,  
known to me and known by me to be the person who executed the foregoing  
Articles of Incorporation and he acknowledges before me that he executed  
these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
seal in the State and County aforesaid, this

2nd day of May, 2001

  
Notary Public, State of Florida

My commission expires:



FILED

01 MAY 15 PM 3:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

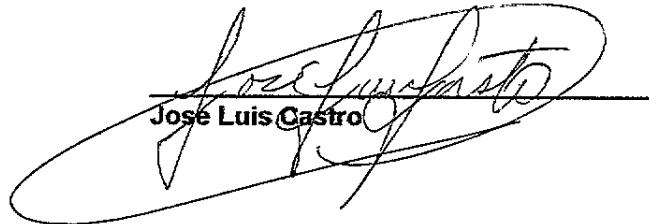
**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, Jose Luis Castro, at 5209 NW 74 Ave, Suite 202, Miami, FL 33166

hereby is familiar and accepts the duties and responsibilities as

Registered Agent for Videophase USA, Corporation.

Dated May 2, 2001

  
Jose Luis Castro