

PO1000099257

Requester's Name

c/o Luke Lirot, Esquire
112 East Street, Suite B
Tampa, Florida 33602

City/State/Zip

Phone

Office Use Only

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT 11 AM 7:34

FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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*****37.50 *****37.50

EFFECTIVE DATE
10-15-01

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

T. Burch OCT 12 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 8, 2001

LUKE LIROT, ESQ.
112 EAST STREET STE B
TAMPA, FL 33602

SUBJECT: K. VIDEO MAGAZINE CLUB
Ref. Number: W01000023191

We have received your document for K. VIDEO MAGAZINE CLUB and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 001A00055973

ARTICLES OF INCORPORATION
OF
K. VIDEO MAGAZINE CLUB, INC.

ARTICLE I

Name

The name of the corporation shall be:

K. VIDEO MAGAZINE CLUB, INC.

with its principal office at 18329 U.S. Highway 19, Suite C, Hudson, Florida 34667.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock (each with a par value of \$1.00).

ARTICLE IV

Subscribers, Incorporators and Directors

The names and addresses of the Subscriber(s), Incorporator(s), and Director(s) are:

01 OCT 11 AM 7:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

EFFECTIVE DATE
10-15-01

<u>Name</u>	<u>Address</u>
Luke Lirot Incorporator	112 East Street, Suite B Tampa, Florida 33602
Victor Caudill Subscriber and Director	c/o Luke Lirot, Esquire 112 East Street, Suite B Tampa, Florida 33602
Kenneth Hasman Subscriber and Director	c/o Luke Lirot, Esquire 112 East Street, Suite B Tampa, Florida 33602

ARTICLE V

Informal Shareholder Action

The holders of not less than 100% of the issued and outstanding shares of all classes of stock entitled to vote may act by written agreement without a meeting, as provided by Florida Statutes 607.394 and the Bylaws.

ARTICLE VI

Fundamental Changes

The affirmative vote of the holders of 100% of the issued and outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- a. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- b. Reorganization, merger or consolidation of the corporation;
- c. Sale, lease or exchange of the major portion of the property or assets of the corporation;

- d. Dissolution of the corporation.

ARTICLE VII

Directors

A. The business of the corporation shall be managed initially by a board of two (2). The number of directors may be, as provided in the Bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any Director who is also a stockholder may be removed for cause by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII

Long Term Employment Contract

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE IX

Pre-Emptive Rights

Any shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X

Effective Date

The date that corporate existence shall begin shall be October 15, 2001.
This election is pursuant to Florida Statute 607.167.

ARTICLE XI

Registered Office and Registered Agent

The address of the initial registered office of this corporation is **112 East Street, Suite B, Tampa, Florida 33602**, and the corporation's registered agent is **Luke C. Lirot** at the above address.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, execute these Articles of Incorporation and certify to the truth of the facts herein stated, this 10th day of October, 2001.

Luke Lirot
LUKE LIROT

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgements, personally appeared **LUKE LIROT**, and who after being duly cautioned and sworn, did depose and say that he has affixed his name to the foregoing Articles of Incorporation of **K. VIDEO MAGAZINE CLUB, INC.** as the original subscriber to said corporation, for the purposes therein expressed, and who have produced FL DL identification.

NOTARY PUBLIC



Sign Melissa Foster

Date October 10, 2001
STATE OF FLORIDA

My Commission Expires: 5/29/04

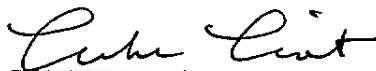
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First – **K. VIDEO MAGAZINE CLUB, INC.**, desiring to organize under the laws of the State of Florida, with its principal office at 18329 U.S. Highway 19, Suite C, Hudson, Florida 34667 has named **Luke Lirot**, located at **112 East Street, Suite B, Tampa, Florida 33602**, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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



Registered Agent

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TALLAHASSEE FLORIDA