

Charter Number Only

DELIVERY ONLY

31110015449633--3  
-05/03/02--01047--001  
\*\*\*\*157.50 \*\*\*\*78.75

5/03/02  
Requestor's Name

ERENDA ANCLER, CSA.

1500 NW 49 St. #608

Address  
Ft. Lauderdale FL 33309

City State ZIP Phone

(954) 493-5338

CORPORATION(S) NAME

Video Management Services Inc.

☒ Profit  
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CR2E031 (R8-85)



Empire Toll Free: 1-800-432-3028

02 MAY - 8 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
02 MAY - 3 AM 9  
OFFICE OF STATE  
SECRETARY  
TALLAHASSEE FLORIDA

1100-72715



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 3, 2002

EMPIRE

MIAMI, FL

SUBJECT: VIDEO MANAGEMENT SERGVICES, INC.  
Ref. Number: W02000012715

RECEIVED  
02 MAY -8 AM 10:10  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

We have received your document for VIDEO MANAGEMENT SERGVICES, INC.. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 245-6934.

Loria Poole  
Corporate Specialist  
New Filings Section

Letter Number: 102A00027729

**ARTICLES OF INCORPORATION**  
**of**  
**DIGITAL MANAGEMENT SERVICES, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation is **DIGITAL MANAGEMENT SERVICES, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business of this corporation shall be: 1844 N. Nob Hill Road, #202, Plantation, Florida 33322.

**ARTICLE III - DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are filed by the Secretary of State.

**ARTICLE IV - PURPOSE**

The purpose of this corporation is to conduct, operate and manage any lawful business, and to perform other activities incidental and necessary to the operation of such business, in the State of Florida and the United States. The purpose of this corporation also includes the purchase and sale of real and personal property required for the business functions, and to engage in any activities or businesses permitted under the laws of the State of Florida and the United States.

**ARTICLE V - CAPITAL STOCK**

The aggregate number of shares this corporation is authorized to have outstanding at any one time is 7,500 at \$1.00 par value, all of one class, common stock, which shall be designated "Common Stock". This corporation is not authorized to issue preferred shares.

FILED  
02 MAR - 8 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The shareholders may, by By-Law provision or by shareholder agreement, recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent of this corporation is: **1844 N. Nob Hill Road, #202, Plantation, Florida 33322** and the name of the initial registered agent of this corporation at that address is **BRUCE HACKER**. The Board of Directors may from time to time move the office to any other address in Florida and/or designate another individual to serve as the Registered Agent of this corporation.

#### **ARTICLE VII - INITIAL OFFICERS AND BOARD OF DIRECTORS**

This corporation shall have one (1) officer and director initially. The number of officers and directors may either be increased or decreased from time to time by an amendment of the By-Laws of the corporation, in a manner provided by law, but shall never be less than one (1).

The name and address of the initial officer and director who shall hold office the first year of the corporation's existence or until their successor is elected, is:

Bruce Hacker	-	President and Director
1844 N. Nob Hill Road, #202		
Plantation, Florida 33322		

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is:

Bruce Hacker  
1844 N. Nob Hill Road, #202  
Plantation, Florida 33322

#### **ARTICLE IX - BY-LAWS**

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend, or repeal any By-Law adopted by the shareholders if the shareholders specifically provide that such By-Law is not subject to amendment or repeal.

#### **ARTICLE X - COMPENSATION**

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

#### **ARTICLE XI - MANAGEMENT OF CORPORATION BY BOARD OF DIRECTORS**

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the Board of Directors of this corporation, or those designated by them.

#### **ARTICLE XII - INDEMNIFICATION**

The corporation shall indemnify and hold harmless any officers or directors, and any former officers and directors, from and against any liability, actual and/or potential, including, but not limited to, attorneys fees and court costs, arising from or in connection with their positions as an officer and/or director of this corporation, to the fullest extent permitted by law.

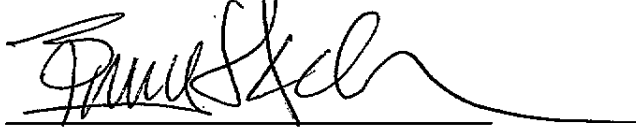
#### **ARTICLE XIII - AMENDMENT**

This corporation reserves the right to amend or repeal any provision(s) contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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

In compliance with Section 48.091, Florida Statutes, the following is submitted ~~DIGITAL~~ **MANAGEMENT SERVICES, INC.**, desiring to organize or qualify under the laws of the State of Florida, with it's principal place of business at Plantation, County of Broward, State of Florida, has named **BRUCE HACKER**, located at: **1844 N. Nob Hill Road, #202, Plantation, Florida 33322**, as it's agent to accept service of process within the State of Florida.

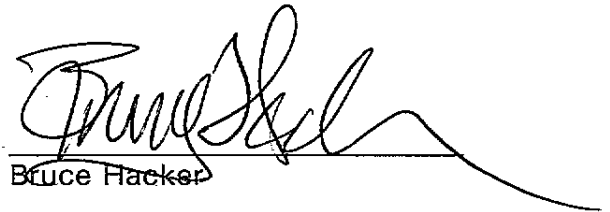
**INCORPORATOR:**



Bruce Hacker

Having been named to accept service of process for the above-referenced corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 5-2-02

  
Bruce Hacker

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2<sup>nd</sup> day of May, 2002.

  
Bruce Hacker, Incorporator

STATE OF FLORIDA       )  
                                      )ss:  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **BRUCE HACKER**, who provided me with Florida Drivers License Number H260-060-54-463-0 for identification, or who is to me personally known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 2<sup>nd</sup> day of May, 2002.

  
Notary Public State of Florida

Lori B. Cook  
Notary's Printed Name

My Commission Expires:



Lori B. Cook  
Commission # DD 072265  
Expires Dec. 17, 2005  
Bonded Through  
Atlantic Bonding Co., Inc.

FILED  
02 MAY -8 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA