

# PO2000080964

Florida Department of State  
Division of Corporations  
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## Electronic Filing Cover Sheet

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**To:**

Division of Corporations  
Fax Number : (850) 205-0381

**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

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

**MIAMI DIGITAL CAMERA AND VIDEO, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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02 JUL 25 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
Miami Digital Camera and Video, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER (INCORPORATOR) to these Articles of Incorporation, desiring to organize a corporation for the purposes hereinafter stated, pursuant to the Laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is Miami Digital Camera and Video, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

This instrument was prepared by:  
Ira S. Silver, Esq.  
Florida Bar #221351  
Silver & Silver, P.A.  
108 South Miami Ave., 2 Floor  
Miami, FL 33130

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation is 201 East Flagler St., Miami, FL 33130. The name of the initial registered agent is Nava Schmureli, 201 East Flagler St., Miami, FL 33130.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation is:

David Samoel  
President

201 East Flagler St.  
Miami, FL 33130

ARTICLE VIII - INCORPORATORS

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

David Samoel  
President

201 East Flagler St.  
Miami, FL 33130

ARTICLES IX - POWERS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XII - SHAREHOLDER AGREEMENT

The shareholders of this corporation may at any time from time to time enter into shareholder agreements not inconsistent with the powers of authority conferred by law, but including provisions

which by law is required to be permitted to be set forth in the by-laws of the corporation.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 24 day of July, 2002.

  
David Sameel

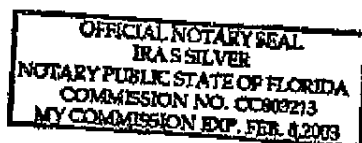
STATE OF FLORIDA           )  
                                      )  
COUNTY OF MIAMI-DADE    )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Shimon Swissa, to me well known to be the person who executed the foregoing Article of Incorporation, and he acknowledged to me that he executed the same for the purposes herein stated.

SWORN TO AND SUBSCRIBED before me this 24 day of July, 2002.

My Commission Expires:

  
NOTARY PUBLIC



TOTAL P.05

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ACKNOWLEDGEMENT OF REGISTERED AGENT

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

Nava Samuel  
Nava Samuel  
REGISTERED AGENT

[corp\Miami Digital]

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TALLAHASSEE, FLORIDA

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