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TRANSMITTAL LETTER

FILED
02 AUG -8 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400006971244--2
-08/08/02--01031--016
*****78.75 *****78.75

SUBJECT: Home Videos Online, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 78.75 payable to "Department of State"

for

Filing Fee & Certificate of Status

From: **Peter C. Brooks**
5125 Castello Drive
Naples, Florida 34103
(415) 572-7045

8.2-02
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Home Videos Online, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**5125 Castello Drive
Naples, Florida 34103**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

5000 Shares - No Par Common Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Eizabeth A. Willis
5125 Castello Drive
Naples, Florida 34103**

ARTICLE V PURPOSE

The purpose for which the corporation is organized is:

Home Video Sales

ARTICLE VI INCORPORATORS

The name(s) and street address(s) of the incorporator(s) to these Articles of Incorporation is(are):

**Peter C. Brooks, President / Secretary
5125 Castello Drive
Naples, Florida 34103**

The undersigned incorporator(s) has(have) executed these articles of Incorporation this

7th day of August, 2002.


Signature and Title

8-7-02
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the state of Florida.

1. The name of the corporation is:

Home Videos Online, Inc.

2. The Name and address of the registered agent and office is:

**Elizabeth A. Willis
5125 Castello Drive
Naples, Florida 34103**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Elizabeth A. Willis
Signature

8-7-02
Date