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SECRETARY OF STATE ALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 Department of State Division of Corporations 409. E. Gaines St. Tallahassee, FL 32399

	VIDEO LF, COR	P	** * ! ***	
Subject:				
	(proposed o	corporate	name)	

Enclosed please find an original and one copy of the articles of incorporation for the above corporation and check in the amount of \$ 28.75.

From:

Jose ESCANPIO 1066/ N. KENDALL DA. S. 204 MIAMI, FC 33/76 (305) 598-9735

ARTICLES OF INCORPORATION

FILED

OF [™]

03 OCT 23 PM 3:50

TITANIC VIDEO LF, CORP

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

TITANIC VIDEO LF, CORP

ARTICLE II - ADDRESS

The address of the principal office until further notice is: 4739 W. Flagler St., Miami, FL 33134.

ARTICLE III - CAPITAL STOCK

The number of shares that this corporation is authorized to have outstanding is one thousand (1,000) common shares at one (\$1.00) dollar par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation is: Luis Sanchez and the registered office is 4739 W. Flagler St. Miami, FL 33134.

ARTICLE V - INCORPORATOR

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

Luis Sanchez 4739 W. Flagler St. Miami, FL 33134

ARTICLE VI - DURATION

This corporation shall have a perpetual existence unless dissolved according to law.

ARTICLE VII - PURPOSE

The purposes for which this corporation is organized are:

- (a) To engage and transact any and all lawful business which corporations normally do within the State of Florida.
- (b) To operate any legal business at the wholesale or retail level (or both) including but not limited to the operation of a video store and related.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any agent, to the full extent permitted by law.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of one director as follows:

Luis Sanchez Director & President 4739 W. Flagler St., Miami, FL 33134.

ARTICLE X - BY-LAWS

The Board of Director shall adopt By-Laws for this Corporation which may be amended, altered or repealed by the shareholders or directors in any manner permitted by law.

The	undersigne	ed inc	corporator	ha <u>s</u>	executed	these	Articles	of
Inco	rporation	this		day_o	f October	2003	3.	
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_	_	J					1	

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registererd agent, in the State of Florida.

registered office/registererd agent, in the State of Florida.
1. The name of the corporation is
TITANIC VIDEO LF, CORP
2. The name and address of the registered agent and office is:
Luis Sanchez
4739 W. Flagler St., Miami, FL 33134. Address
The following officer of this corporation has authorized the above person and office to be its registered agent and registered office
Signature Luibly
President Title
Date 0 C7 15 -2003

ACCEPTANCE BY AGENT

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 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

Signa	ture Luis Lauch		
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Date	OCT 15-2003		