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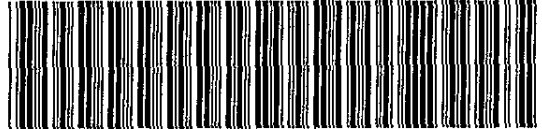
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA
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TRANSMITTAL LETTER

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

SUBJECT: Video Masters Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

| | |
|----------------------------------|----------------------------------|
| <input type="checkbox"/> \$70.00 | <input type="checkbox"/> \$78.75 |
| Filing Fee | Filing Fee |
| | & Certificate of Status |

| | |
|----------------------------------|---------------------------------------------|
| <input type="checkbox"/> \$78.75 | <input checked="" type="checkbox"/> \$87.50 |
| Filing Fee | Filing Fee, |
| & Certified Copy | Certified Copy |
| | & Certificate of |
| | Status |
| ADDITIONAL COPY REQUIRED | |

FROM: Video Masters Inc.
Name (Printed or typed)

P.O. Box 7521
Address

Jupiter, FL 33468

City, State & Zip

Daytime Telephone number _____

NOTE: Please provide the original and one copy of the articles.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
VIDEO MASTERS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:
VIDEO MASTERS, INC.

The principal place of business of this corporation shall be at: 218 Jupiter Street,
Jupiter, FL 33458.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be:
218 Jupiter Street, Jupiter, FL 33458. The name of the initial registered agent of the corporation at that address is: Frank Powanda.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no directors, initially. The affairs of the corporation will be managed by the shareholders until such time directors are designated as provided by the Bylaws.

ARTICLE VII. OFFICERS


The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are: Frank Powanda, President, 218 Jupiter Street, Jupiter, FL 33458.

ARTICLE VIII. INCORPORATOR

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


Frank Powanda, 218 Jupiter Street, Jupiter, FL 33458.

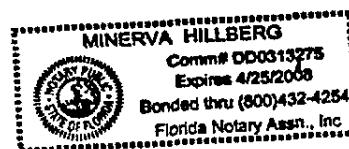
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this ____ day of August, 2004.

By: 
Incorporator FL DL P530-241-48-366-0

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25 day of August, 2004.


Notary Public



ACCEPTANCE BY REGISTERED AGENT

Frank Powanda is familiar with and accepts the obligations provided for in Florida
Statute 607-0505.


Frank Powanda

8-25-04
Date

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