

LAW OFFICES OF GEORGE L. MOXON, P.A.

735 N.E. Third Avenue
Fort Lauderdale, FL 33304
Telephone (305) 524-4114
Fax (305) 524-4116

December 30, 1994

Department of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, FL 32304

Re: ASSOCIATED FILM AND VIDEO PRODUCTIONS, INC.

Dear Sirs:

Enclosed please find an original and one copy of the
Articles of Incorporation for above referenced corporation.

Please file the original and return to us one certified
copy.

We are also including our check in the amount of \$ 122.50 to
cover the following fees:

Filing fee:	\$ 35.00
Registered Agent:	\$ 35.00
Certified copy:	\$ 52.50

Total \$122.50
=====

Thank you for your prompt attention to this matter.

Respectfully,

LAW OFFICES GEORGE L. MOXON

BY: Paula Jones

Paula Jones

Encl.-
Articles
Check \$ 122.50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1995

LAW OFFICES OF GEORGE L. MOXON
735 NE THIRD AVENUE
FORT LAUDERDALE, FL 33304

SUBJECT: ASSOCIATED FILM AND VIDEO PRODUCTIONS, INC.
Ref. Number: W95000000092

We have received your document for ASSOCIATED FILM AND VIDEO PRODUCTIONS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return 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 (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 795A00000166

CERTIFICATE OF ARTICLES OF INCORPORATION

OF

ASSOCIATED FILM AND VIDEO PRODUCTIONS, INC.

I, the undersigned, hereby enter into this certificate of Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

NAME

The name of the corporation shall be ASSOCIATED FILM AND VIDEO PRODUCTIONS, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is as follows:

- a. To produce, distribute, sell and lease video and film products for educational, entertainment, business and professional purposes and to engage in all business related thereto on a national and international basis.
- b. To manufacture, sell, make, distribute and handle in any way that may be deemed to the best interest of the corporation, any merchandise or by-product that may be used in the making, or may be the result of the making or manufacturing of the products in connection with the business operated by this corporation, or as a result of exploitation of any patent rights or whatever nature that may be acquired by this corporation.
- c. To acquire by purchase, subscription or otherwise and to hold for the purpose of investment or otherwise, and to own, sell or otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes, commercial papers, or otherwise deal with other evidence of debt,

issued by any government, state, county or other public authority, or by any one or more persons, firms, corporations, or associations, either foreign or domestic, and whether now or hereafter organized, and while the owner thereof, to execute all of the rights, powers and privileges of ownership; to guarantee or become surety with respect to any obligations of said persons, firms, corporation, or associations contained in any of said securities.

- d. To purchase real estate and to build upon or in any manner improve any real estate owned by it.
- e. To purchase, acquire, hold, sell, convey, mortgage, lease, exchange, and otherwise deal in real estate and property of every kind, nature and description whatsoever.
- f. To buy, sell, trade or deal in any kind of goods, services, wares and merchandise.
- g. To organize or cause to be organized under the laws of the State of Florida, or any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any and all objects for which this corporation is organized and to dissolve, windup, liquidate, merge or consolidate any such organization or corporation or to cause the same to be dissolved, woundup, liquidated, merged or consolidated.
- h. To purchase, hold, sell, exchange or transfer or otherwise deal in shares of its own capital stocks, bonds, or other obligations from time to time as to such an extent and in such a manner, and upon such terms as its Board of Directors shall determine, provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of the capital of the corporation, and provided further that shares of its own capital stock belonging to this

- corporation shall not be voted directly or indirectly.
1. To engage in or conduct any lawful business permitted by the laws of the State of Florida by virtue of its corporate acts.

The foregoing clauses shall be construed both as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation and it is the intention that the purposes, objects, and powers specified in each of the paragraphs of Article II of the Certificate of Articles of Incorporation shall, except as otherwise specifically provided, in no way be limited under the terms of any other clauses, or paragraphs of this Article or any other Articles or paragraphs of this Article and shall be regarded as independent purposes, objects and powers.

ARTICLE III

AUTHORIZED SHARES

The amount of authorized capital stock of this corporation shall be 10,000 shares of common \$ 0.05 par value, voting stock, being all that are issued, to be fully paid and exempt from assessment.

ARTICLE IV

INITIAL CAPITALIZATION

The amount of capital with which this corporation shall begin business shall not be less than \$ 500.00.

ARTICLE V

TERM OF EXISTENCE

The term for which this corporation shall exist is perpetual.

ARTICLE VI

PRINCIPAL OFFICE

The place of business of said corporation shall be, as well as the principal office of this corporation, 1101 North State Road 37, Mulberry, Florida 33860.

ARTICLE VII

BOARD OF DIRECTORS

The business of said corporation shall be conducted by a Board of Directors which shall consist of not less than one (1) nor more than three (3) members, as the same may be provided by the By-Laws of the Corporation, and the following officers, to wit: a president, secretary and treasurer. The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the same officers shall be elected at the annual meeting of the stockholders of said corporation, immediately after adjournment of the Board of Directors.

Upon the first meeting of the stockholders herein provided for and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the incorporator herein.

ARTICLE VIII

OFFICERS AND DIRECTORS

The name and post office address of the initial officers and directors who, subject to the provisions of these Articles, for the first year of the corporation's existence or until their successors are duly elected and qualified, are: Jack Hendrick - 1017 Shadow Wood Court, Lakeland, Florida 33813 and Bruce McEachern, 2281 Southwest 26 Avenue, Fort Lauderdale, Florida 33312.

The annual meeting of the stockholders of this corporation shall be fixed by the By-Laws.

ARTICLE IX

INCORPORATOR

The name and place of the residence of the incorporator of this corporation and the amount of shares of stock held by him are as follows:

Jack Hendrick

1017 Shadow Wood Court

Lakeland, FL 33813

10,000 shares of common \$ 0.05 par value.

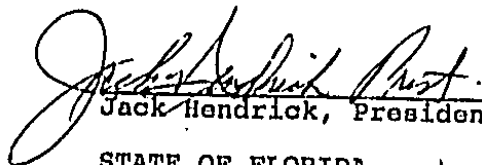
ARTICLE X

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent and the initial registered office are:

Jack Hendrick
1101 North State Road 37
Mulberry, FL 33860

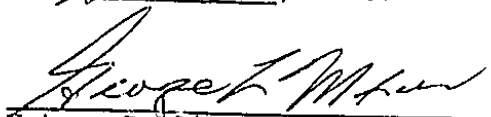
IN WITNESS WHEREOF, I have hereunto subscribed my name this
28 day of December, 1994 at Fort Lauderdale,
Florida.


Jack Hendrick, President

STATE OF FLORIDA)
COUNTY OF BROWARD) S.S.

On this day, personally appeared before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, Jack Hendrick to me well known and known to me to be the person described in and who executed the foregoing proposed charter, and he acknowledged same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunder set my hand and official seal this 28 day of December, 1994.


Notary Public, State of
Florida at Large

GEORGE L. MOXON
Notary Public, State of Florida
Printed Name
My Commission Expires 6/1/97

My Commission Expires:

GEORGE L. MOXON LAW OFFICES
735 N.E. Third Avenue
Fort Lauderdale, FL 33304
(305) 524-4114

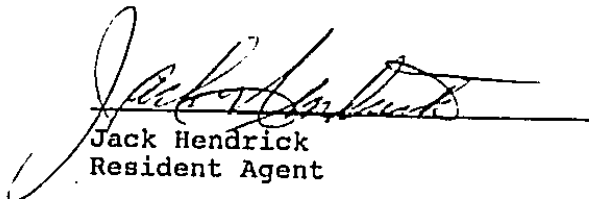
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First ---- That ASSOCIATED FILM AND VIDEO PRODUCTIONS, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Mulberry has named JACK HENDRICK, with offices located at 1101 North State Road 37, Mulberry, FL 33860 as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Jack Hendrick
Resident Agent