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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BEEPER VIDEO PALACE, INC.
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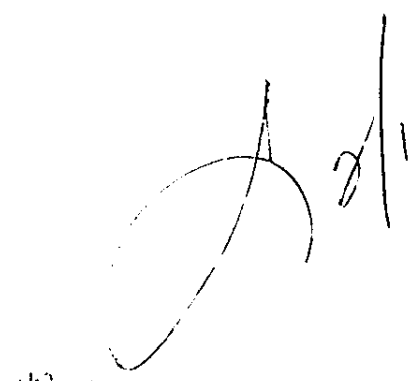
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**ARTICLES OF INCORPORATION
OF**

KEPER VIDEO PALACE, INC.

ARTICLE I-NAME

The name of this Corporation is **KEPER VIDEO PALACE, INC.**

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue (FIVE HUNDRED) 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is Armando Fuster, 6794 SW 152 Place, Miami, Florida 33193. The principal place of business of the corporation shall be 5633 SW 8 ST., Miami, Florida 33144.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have three (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and address of the initial Director are:

NAME

ADDRESS

Armando Fuster

6794 SW 152 PL Miami, FL 33193
Miami, Florida 33193

PREPARED BY: HERMINIA ROSARIO (ROSARIO & ASSOCIATES, INC.)
4410 W 16TH AVE #2, MIAMI FL 33012
PHONE: (305) 828-8622

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ARTICLE VII-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-INCORPORATOR

The person Corporation signing these articles is Armando Fuster, at 6794 SW 152 PL, Miami, FL, 33193.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this January 31, 1995.


Armando Fuster

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ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of sections 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/registered agent, in the state of Florida.

Beeper Video Palace, Inc. a Florida Corporation organized under the laws of the State of Florida has named Armando Fuster, located at Miami, Dade County, State of Florida, as its agent to accept service of process within this state.


Armando Fuster

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR Beeper Video Palace, Inc. AT 5633 SW 8 ST, Miami, Florida 33144. THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this January 31, 1995


Armando Fuster

MILWAUKEE, WISCONSIN

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