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SETH D. LUBIN

Attorney at Law

Mailing Address

P.O. Box 414162
Miami Beach, FL 33141

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Corporate Address

6917 Collins Avenue #1611
Miami Beach, FL 33141

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Date: December 29, 1994

RE: VIDEO HOME LISTINGS, INCORPORATED

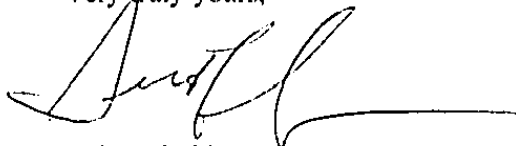
Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced name. Also enclosed is a check in the sum of \$122.50 to cover your filing fee and cost of certified copy.

Kindly forward the certified copy to this office at your earliest convenience.

Thank you for your kind attention.

Very truly yours,



Seth D. Lubin

SDL/jem

cc: Craig Weinstein
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SECRET
TALLAHASSEE, FL
JUN 21 1995

95 JUN 21 11 0 13

FILED

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23-95

ARTICLES OF INCORPORATION
OF
VIDEO HOME LISTINGS, INCORPORATED


FILED
95 JAN 31 AM 8 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ARTICLE I. The name of this corporation is Video Home Listings, Incorporated, operating at 7520 N.W. 79th Avenue, #R1, Tamarac, FL 33321.
- ARTICLE II. This corporation shall have perpetual existence, unless sooner dissolved according to law.
- ARTICLE III. This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.
- ARTICLE IV. This corporation is authorized to issue One Thousand (1000) shares of common stock having a par value of \$1.00 per share.
- ARTICLE V. The street address of the initial registered office of this corporation is: 6917 Collins Avenue, Miami Beach, FL 33141, and the name of the initial registered agent of this corporation at that address is Seth D. Lubin, Esquire.
- ARTICLE VI. This Corporation shall have 1 Director(s) initially. The number of directors may be increased or diminished from time to time by By-Laws, but shall never be less than one. The names and addresses of the initial director of this Corporation is: Craig Weinstein, 7520 N.W. 79th Avenue, #R1, Tamarac, FL 33321.
- ARTICLE VII. The name and street address of the person signing these Articles of Incorporation is: Seth D. Lubin, 6917 Collins Avenue, Miami Beach, FL 33141 .
- ARTICLE VIII. The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors.
- ARTICLE IX. This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.
- ARTICLE X. This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.
- ARTICLE XI. These Articles of Incorporation may be amended in the manner provided

by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote on said issue, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on December 29, 1994.


I AM HEREBY familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


Seth-Lubin
Subscriber and Registered Agent

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Seth D. Lubin, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation on December 29, 1994.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this December 29, 1994.


Notary Public at Large
State of Florida *Eric L. Glazer*

My commission expires:



ERIC L. GLAZER
My Commission CC410226
Expires Nov. 07 1998
Bonded by HAI
800-422-1555