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DEPARTMENT OF STATE 1492 W FLAGLER ST  
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409 EAST GAINES STREET MIAMI FL 33136- 311-  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
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(((H95000001614))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: J & H VIDEO, INC.  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 9, 1995

EMPIRE CORPORATE KIT COMPANY  
MIAMI, FL

SUBJECT: J & H VIDEO, INC.  
REF: W95000002958

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent must sign accepting the designation.

PLEASE RE-SEND R.A. CERTIFICATE.

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) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: W95000001614  
Letter Number: 195A00005671

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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PREPARED BY:  
CARLOS MACHADO, ACCOUNTANT  
C&S INTERNATIONAL, INC.  
8870 S.W. 40th ST. # 3  
MIAMI, FL 33165  
TEL.: (305) 553-2229

ARTICLES OF INCORPORATION OF

J & H VIDEO, INC.

ARTICLE I NAME

The name of this corporation is J & H VIDEO, INC..

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business allowed under the laws of the United States and of this State.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which shall be designated "Common Shares."

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share of it (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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**ARTICLE VI LOCATION**

The Street, Address, City, County and State in which the principal offices of the corporation are to be at, 9860 Hammocks Blvd. # 104, Miami, Florida 33196. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

**ARTICLE VII INITIAL BOARD OF DIRECTORS**

This corporation shall have Two (2) Directors initially. The number of Directors may be increased or diminished from time to time according to Bylaws adopted by the stockholders. The name and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Alejandro J. Ortega President/ Treas	9860 Hammocks Blvd. # 104 Miami, Fl. 33196
Haydee Ortega Executive V.P./ Secy.	9860 Hammocks Blvd. # 104 Miami, Fl. 33196

**ARTICLE VIII SUBSCRIBERS**

The name and street address and the number of shares of stock subscribed to by the person signing these Articles of Incorporation are:

NAME	ADDRESS	NO OF SHARES
Alejandro Ortega President/ Treas.	9860 Hammocks Blvd. # 104 Miami, Fl. 33196	51%
Haydee Ortega Executive V.P./ Secy.	9860 Hammocks Blvd. # 104 Miami, Fl. 33196	49%

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**ARTICLE IX AMENDMENT**

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 stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE X LIMITATIONS ON CORPORATE STOCK**

1. No shareholder can enter a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

**ARTICLE XI INDEMNIFICATION**

The corporation shall indemnify any officer or director, to the full extent allowed by law.

**ARTICLE XII DISSOLUTION**

The corporation may be dissolved any time on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

**ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT**

The Street address of the initial registered office of this corporation is 8870-3 S.W. 40th Street, Miami, FL. 33165 and the name of the initial registered agent of this corporation at that address is Carlos Muxedo.

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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 17th day of January, 1995



Alejandro J. Ortega  
President  
Treasurer



Haydee Ortega  
Executive V.P.  
Secretary

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

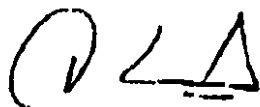
In pursuance to the provisions of sections 607.0501 or 617.0501, Florida Statutes.

1. - The undersigned corporation, J & H Video, Inc. desiring to organized under the laws of the State of Florida, with its principal office located at, 9860 Hammocks Blvd., Miami, Dade County, State of Florida, 33196 as indicated in the Articles of Incorporation.

2. - Has named Mr. Carlos Macedo, located at 2270.3 S.W. 40th Street, City of Miami, County of Dade, State of Florida, 33165 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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 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.



Carlos Macedo

DATE 2/9/95

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