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Charter Number Only

Requester's Name Isak Warner  
Address 2524 S.W. 112 Ave  
Miami, FL 33165  
City State ZIP Phone

ALL INFORMATION ONLY

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\*\*\*122.50 \*\*\*122.50

CORPORATION(S) NAME

VFM, Inc.

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|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation               | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30                 |
| <input type="checkbox"/> Call If Problem           | <input type="checkbox"/> Will Wait       | <input type="checkbox"/> Mail Out                   |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Pick Up         |   |

Name
Availability
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Examiner

CERTIFIED COPY 502

W45-3025

H. SIMS FEB - 9 1995

H. SIMS FEB 27 1995

EMPIRE Toll Free: 1-800-432-3028

FILED  
FEB 27 PM 1:44  
CLERK OF DISTRICT COURT  
JUDICIAL DISTRICT NO. 1  
MIAMI, FL

RECEIVED  
9 FEB 9 AM 10:45  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 9, 1995

EMPIRE

MIAMI, FL

SUBJECT: VFM INC.  
Ref. Number: W95000003025

FILED  
95 FEB 27 PM 1:44  
OFFICE OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for VFM INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6052.

Hope Sims  
Corporate Specialist

Letter Number: 395A00005780

RECEIVED  
95 FEB 27 AM 9:31  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
VIDEO FACILITIES MIAMI (VFM) INC.  
A FLORIDA CORPORATION

FILED  
95 FEB 21 PM 1:41  
CLERK OF THE COURT  
STATE OF FLORIDA

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation.

ARTICLE I - CORPORATE NAME: The name of the Corporation is:  
VIDEO FACILITIES MIAMI (VFM) INC.

ARTICLE II - NATURE OF CORPORATE BUSINESS:

To operate any or all activities or business related to Television Production Services and any or all others permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III- CAPITAL STOCK:

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1,000 shares of stock having a non-par value, which shall be designated "COMMON SHARES".

ARTICLE IV - PREEMPTIVE RIGHTS:

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V - EXISTENCE:

The Corporation shall have a perpetual existence, unless sooner dissolved according to Law.

ARTICLE VI - INITIAL REGISTERED AGENT  
INITIAL REGISTERED OFFICE, AND  
INITIAL BUSINESS ADDRESS:

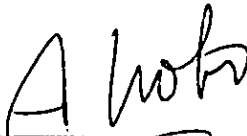
The Corporation's initial Registered Agent in the State of Florida is: ARISTIDES NOBO.

The Corporation's initial Registered Office and initial business address in the State of Florida is: 6848 NW 77th COURT, MIAMI, FLORIDA 33166.

The Board of Directors may, at any time, move the principal office to any other address in the State of Florida.

ACKNOWLEDGEMENT AND CONSENT  
OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of Law pertaining thereto in pursuance of Chapter 48.091 of the Florida Statutes.



ARISTIDES NOBO

ARTICLE VII- INITIAL BOARD OF DIRECTORS:

The number of Directors constituting the initial Board of Directors of the Corporation are THREE (3). The number of Directors may be increased or decreased from time to time, by the By-Laws adopted by the Shareholders, but shall never be less than one or more than ten.

ARTICLE VIII-INITIAL DIRECTOR(S) AND OFFICER(S):

The name(s) and address(ess) of the initial Board of Director(s) (is/are):

ARISTIDES NOBO - DIRECTOR AND PRESIDENT  
7801 SW 72nd AVENUE, MIAMI, FL. 33143  
ANTONIO BORBOLLA - DIRECTOR AND SECRETARY  
2730 WEST 73rd PLACE, HIALEAH, FL. 33016  
JOSEPH PREWITT - DIRECTOR  
6233 WEST GATE DR. #612, ORLANDO, FL. 32825

ARTICLE IX - CUMULATIVE VOTING FOR DIRECTORS(S):

At all elections of Director(s) of this Corporation, each shareholder(s) shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he or she would be entitled to cast for the election of Director(s) with respect to his or her shares of stock multiplied by the number of Director(s) to be elected, and he or she may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he or she may see fit.

ARTICLE X - INCORPORATOR:

The name and address of the Incorporator executing these Articles of Incorporation is:

ARISTIDES NOBO  
7801 SW 72nd AVENUE, MIAMI, FL. 33143

ARTICLE XI - AMENDMENT OF ARTICLES:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XII- RESTRICTIONS ON TRANSFER OF STOCK:

Shares of Capital Stock of this Corporation shall be issued initially to the following person(s) in the amount(s) set opposite their name(s):

ARISTIDES NOBO	-	44.4%
ANTONIO BORBOLLA	-	44.4%
JOSEPH PREWITT	-	11.2%

Shares held by the initial shareholders listed above may not be resold to other persons unless such shares are first offered to the remaining shareholder(s) or to the Corporation. The same principle will apply with respect to any other shareholder(s) the Corporation may add during the term of its existence.

ARTICLE XIII-CALLING OF SPECIAL MEETING:

Special meeting(s) of shareholders may be called by Certified Mail, Return-Receipt Requested, given five (5) days written notice. Shareholders may participate in special meetings by means of telephone conference as provided by Law. The shareholders may also take any action(s) by written consent without a meeting as provided by Law.

ARTICLE XIV -SHAREHOLDERS QUORUM AND VOTING:

Fifty one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of Fifty one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV -MANAGEMENT OF CORPORATION BY SHAREHOLDERS:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.

ARTICLE XVI -POWERS:

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVII-DIVIDENDS:

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

ARTICLE XVIII-INDEMNIFICATION:

The Corporation shall indemnify any Officer or Director, or any former Officer and Director, to the full extent permitted by Law.

ARTICLE XIX -CONFLICT OF INTEREST:

No Contract between this Corporation and another Corporation or another individual shall be invalidated by reasons of the fact that one or more of the Officers or Directors of this Corporation are Officers or Directors of the said other Corporation, or by reason of the fact that one or more of the Officers or Directors of this Corporation may be the other individual(s) contracting with this Corporation.

ARTICLE XX -NOTICE:

Any notice required herein shall be by Certified Mail, Return-Receipt Requested, or hand delivered to the stockholders to the name and address of the initial Registered Office and Agent.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation, this 2nd day of February, 1995.

  
ARISTIDES NOBO  
INCORPORATOR

STATE OF FLORIDA )  
                                  SS:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority duly qualified to administer oaths and take acknowledgements in the State and County aforesaid, personally appeared ARISTIDES NOBO, known to me to be the Incorporator described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in Miami, Dade County, State of Florida, this 2nd day of February, 1995.

\_\_\_\_\_  
NOTARY PUBLIC

FILED  
95 FEB 21 PM 1:44  
NOTARY PUBLIC  
STATE OF FLORIDA