

1500004831

((H95000002795))  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

SYSTEMS  
FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 33401-6194  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

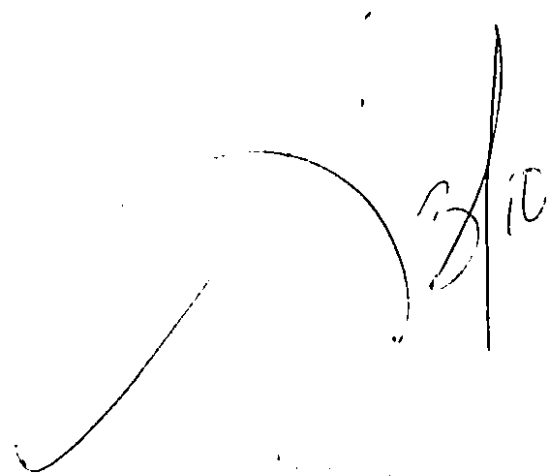
((H95000002795)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: VIDEO DESIGN GROUP, INC.  
FAX AUDIT NUMBER: H95000002795  
DATE REQUESTED: 03/10/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 4  
ESTIMATED CHARGE: \$122.50  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 13:35:37  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.  
(((H95000002795)))

\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM Connect: 00:05:

FILED  
95 MAR 10 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



18:23:01

FILED  
95 APR 10 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
VIDEO DESIGN GROUP, INC.

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: VIDEO DESIGN GROUP, INC..

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000 all of which shall be common shares with par value of \$1.00.

Prepared by:  
MARTIN H. COHEN (FBM 150851)  
COHEN & MASSARANTANI, P.A.  
Attorneys at Law  
Atrium West, Suite 205  
7771 W. Oakland Park Boulevard  
Sunrise, Florida 33351  
Phone (305) 748-1866

H 9500000 2795

H 9500000 2795

ARTICLE V.PREEMPTIVE RIGHTS GRANTED.

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI.DIRECTORS.

6.01 The Board of Directors of the corporation shall consist of not less than one (1) nor more than seven (7) members.

6.02 The composition of the first Board of Directors is as follows:

NAME	ADDRESS
Jeffrey D. Scheer	8726 S.E. Riverfront Terrace Tequesta, FL 33469
Jay Tarpley	8726 S.E. Riverfront Terrace Tequesta, FL 33469
Sheldon D. Rosenberg	8726 S.E. Riverfront Terrace Tequesta, FL 33469

ARTICLE VII.REGISTERED OFFICE.

The address of the initial registered office of the corporation is 7771 W. Oakland Park Blvd., Suite 205, Sunrise, FL 33351, and the name of the initial registered agent is Jules E. Massarentani.

H 95000002795

H 95000002795

H 9500000 2795

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Jules E. Massarantani, 7771 W. Oakland Park Blvd., Suite 205, Sunrise, FL 33351.

ARTICLE IX

MAILING ADDRESS OF CORPORATION

The mailing address of the corporation is: 8726 S.E. Riverfront Terrace, Tequesta, FL 33469. The principal office of the corporation has not yet been determined.

X. ACCEPTANCE OF DUTIES AS REGISTERED AGENT

Having been named as registered agent herein, the undersigned Jules E. Massarantani hereby agrees to accept service of process within the State of Florida for the corporation at the place designated in these Articles; to otherwise act in the capacity of registered agent, to comply with the provisions of the Act relative to keeping open said office.

IN WITNESS WHEREOF, I have subscribed my name this March 10, 1995.

*Jules E. Massarantani*  
Jules E. Massarantani  
Incorporator  
and Registered Agent

95 MAR 10 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

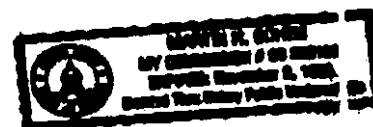
STATE OF FLORIDA )  
ss.  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this March 10, 1995, by Jules E. Massarantani, personally known to me and who did take an oath.

NOTARY PUBLIC

sign: \_\_\_\_\_  
print: \_\_\_\_\_

State of Florida at large (Seal)  
My commission expires:



H 9500000 2795