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NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Examiner's Initials

ARTICLE OF INCORPORATION

OF

MILLY'S VIDEO INC.

THE UNDERSIGNED SUBSCRIBERS to this Article of Incorporation, each natural person competent to contract, hereby associated themselves together to form a corporation.

ARTICLE I

The name of this Corporation is: MILLY'S VIDEO INC.

ARTICLE II

The general nature of this business is to be transacted by this corporation
for

1.- All lawful purpose.

2.- To manufacture, purchase, or otherwise acquire and to own mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invent, trade in, deal in and with goods, wares, merchandises, real and personal property and services, of every class, kind and description, except that is not to conduct a banking safe, trust, insurance, nursery, express, railroad, canal, telegraph, telephone or cementary, company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

3.- To conduct business in, have one or more offices in and by, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property including franchises, patents, copyright, trademark and licenses, in the State of Florida and in all other states and countries.

4.- To contract debts and borrow money, issue and sell or pledge bonds, debentures notes and other evidence of indebtedness, and execute such mortgages, transfers of corporation property or other instruments to secure the payment of corporation indebtedness as required.

5.- To purchase to corporate assets of any corporation and engage in the same or other character of business.

6.- To guarantee, create, purchase, hold, sell, transfer, mortgages pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, other evidence of indebtedness created by any other corporation of the states of government, and while owner or such to exercise all rights powers and privileges of ownership, including the right to vote such stock.

7.- To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature of the objects enumerated in this Article of Incorporation.

8.- To engage in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 50 shares of common stock, each having no par value.

The capital stock may be paid for in property, labor or services at just valuation to be fixed by the corporation or directors.

ARTICLE IV

ARTICLE V

ARTICLE VI

ARTICLE VII.

ARTICLE VIII.

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ARTICLE IX

The name and address of the members of the first Board of Directors and Officer, who shall hold office for the first year of existence of this corporation or until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
MYLENE BORGES	19918 N.W. 85th AVE MIAMI FL 33015	PRESIDENT
ANTONIO BORGES	19918 N.W. 85th AVE MIAMI FL 33015	SECRETARY
CARMEN BORGES	19918 N.W. 85th AVE MIAMI FL 33015	TREASURY

ARTICLE X

This Article 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 at a Stockholder's Meeting by a majority of the Stock to entitled to vote thereon.

ARTICLE XI

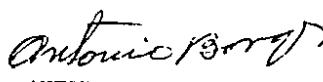
The Stockholders of this corporation may enter into agreement between themselves respecting their respective rights or duties with reference to the shares of stock of this corporation and such agreement may include any limitation upon the transferability or assignment of the stock and the conferring or pre-emptive rights of purchases upon the stockholders as condition precedents to the sales of the other stock, and such agreement shall be valid and this corporation may join as party thereto.

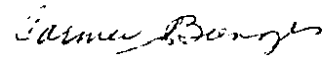
ARTICLE XII

This corporation may be action taken at any meeting of its Board of Directors sell, lease, or exchange all of its property and assets, including its goodwill, its corporation franchise or any property and assets essential to its corporate business, upon such terms and conditions as its Board of Directors deems and expedient and as authorized by any affirmative vote of stockholders or record holding stock in the corporation entitling them to exercise a majority of the voting power outstanding, provided however, no vote or consent of stockholders shall be necessary for a transfer of asset by way of mortgages, trust or pledge to secure the indebtedness of this corporation.

IN WITNESS where of the undersigned subscribers have hereunto set their hand and seals, this 9 DAYS OF MARCH 1995


MYLENE BORGES
PRESIDENT


ANTONIO BORGES
SECRETARY


CARMEN BORGES
TREASURY

STATE OF FLORIDA)
) S S
COUNTY OF DADE)

I hereby certify: That on this day personally appeared
to me well known to the persons who executed the foregoing Articles of Incorporation
and they severally acknowledge before me, that they executed the same for the purpose
as therein expressed.

WITNESS my hand and seal in the County and State above named this

Maria Robales
NOTARY PUBLIC

My commission expires:



MARIA ROBALES
COMMISSION # CC 427453
EXPIRES JAN 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

under the provisions of sections 607.0501 or 617.0501, Florida Statute, 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:

1. The name of the corporation is: MILLY'S VIDEO INC

2. The name and address of the registered agent and office is:

MYLENE BORGES

(NAME)

12515 W. Okeechobee RD., Hialeah, FL 33016

(P.O. BOX NOT ACCEPTABLE)

(CITY/STATE/ZIP)

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 AS REGISTERED AGENT AND AGREE 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.

SIGNATURE

Mylene Borges

DATE

3/10/95