

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

P95000023649



ACCOUNT NO. : 072100000032

REFERENCE : 564871 108894A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : March 23, 1995

ORDER TIME : 10:06 AM

200001487772

ORDER NO. : 564871

CUSTOMER NO: 108894A

CUSTOMER: James M. Wuertz
GALAXY HOLDINGS, INC.

Suite 1114
4025 Tampa Road
Oldemar, FL 34677

RECEIVED
95 MAR 23 AM 11:12
DIVISION OF CORPORATION

DOMESTIC FILING

P95000023649

NAME: SHERIDAN VIDEO, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

pm
3-23-95
02/A

FILED
95 MAR 23 PM 3:05
SECRET
TALLAHASSEE, FLORIDA

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95 MAR 23 PM 3:05
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

The undersigned, for the purpose of forming a corporation under and pursuant to the laws of the State of Florida, and any amendment thereof, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: Sheridan Video, Inc.

ARTICLE II

The principal address of this corporation is: 110 Woodglenn Ct., Oldsmar, Florida 34677.

ARTICLE III

The maximum number of shares of stock which this corporation shall have the right to issue shall be ONE THOUSAND (1,000) shares with a par value of ONE DOLLAR (\$1.00) per share. Each share of stock shall have voting power in the corporation except treasury stock held by the corporation. The stock shall be disposed of by this corporation for such consideration as shall seem fair and proper, provided that all stock shall be issued as fully paid and non-assessable.

ARTICLE IV

The name and address of the initial registered agent is:

Gail Griffith, 110 Woodglenn Ct., Oldsmar, Florida 34677.

ARTICLE V

The name and street addresses of the Incorporators for these Articles of Incorporation are: Gail Griffith
110 Woodglenn Ct.
Oldsmar, Florida 34677

ARTICLE VI

Regulations for the conduct of the business of this corporation other than that as set forth herein, or as are prescribed by the law of the State of Florida, shall be embodied by the bylaws of the corporation.

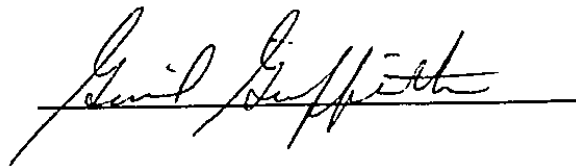
ARTICLE VII

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. If all officers severally or collectively consent in writing to any action taken or to be taken by the corporation, the actions shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE VIII

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

The undersigned Incorporator has executed these Articles of Incorporation on this 6 day of February, 1995.

A handwritten signature in cursive script, appearing to read "Gail Griffith", is written over a horizontal line.

State of Florida)
) ss
County of Pinellas)

The foregoing instrument was acknowledged before me on this 6 day of February, 1995, by Gail Griffith, who is personally known to me or who have produced Gail Griffith as identification and who did take an oath.

Norma E. Rainard
Signature of Notary Public

Norma E. Rainard
Printed Name of Notary public
State of Florida at Large
Commission No.:
My commission Expires:



NORMA E. RAINARD
MY COMMISSION # CC323784 EXPIRES
November 26, 1997
BONDED THRU TROY FARM INSURANCE, INC.

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

FILED
95 MAR 23 PM 3:05
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, 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: SHERIDAN VIDEO, INC.

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

GAIL GRIFFITH

(Name)

110 Woodglen ct.

(P.O. Box not acceptable)

Oldsmar, Fl 34677

(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.

Gail Griffith
(Signature)