

P95000026991

Charter Number Only

4-4-95 Ellen

PH I

Knightbridge Consultants

Requestor's Name

155 South Miami Ave

Address

Miami, FL 33130

City

State

ZIP

Phone

539-1029

VALIDATION ONLY

700001447857
-04/05/95--01045--015
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CORPORATION(S) NAME

VIDEO MAINIA U.S.A., Inc

FILED
APR - 5 1995
H. S. S. S.

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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"/> Photo Copies | <input type="checkbox"/> Reservation | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

H. S. S. S. APR - 5 1995

EMPIRE Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

OF

VIDEO MANIA U.S.A., INC.

We, the undersigned, hereby for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, declare:

ARTICLE I - NAME

The name of the corporation shall be **VIDEO MANIA U.S.A., INC.**

ARTICLE II - ACTIVITY

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - MAXIMUM SHARES

The maximum shares of stock, at \$0.10 cents (US\$0.10) par value, that this Corporation is authorized to have outstanding at any time is **One thousand (1,000) shares**, as follows:

**VIDEO METRO, LTDA.
PRACA AMADEU AMARAL 76
PARAISO, SAO PAULO, SP. BRAZIL 600 Shares**

**SIMONE COSTA DA ROCHA
4750 N.E. 17TH AVE.
POMPANO BEACH, FLORIDA 33064 200 Shares**

**ALIRIO FERREIRA DA ROCHA
4750 N..E. 17TH AVENUE
POMPANO BEACH, FLORIDA 33064 200 Shares**

ARTICLE IV - AMOUNT OF INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business will not be less than One hundred (100.00) Dollars.

ARTICLE V - CAPITAL STOCK

The capital stock of this Corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as amended by the Small Business Tax Provision of 1958. All of the stocks and securities in lien of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

ARTICLE VI - EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of this Corporation shall be at:

**4750 N.E. 17TH AVENUE
POMPANO BEACH, FL 33064**

ARTICLE VIII - BOARD OF DIRECTORS

The number of the board of directors of the Corporation shall not be less than one person. The name and post office address of the first Board of Directors, who, subject to the provisions of the Certification of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until his successor is elected and shall be duly qualified, is:

**AMAURY KAUR PRESIDENT
4750 N.E. 17TH AVENUE
POMPANO BEACH, FL 33064**

ALIRIO FERREIRA DA ROCHA VICE PRESIDENT
4750 N.E. 17TH AVENUE
POMPANO BEACH, FL 33064

ARTICLE IX - SHAREHOLDERS

The names and post office addresses of each shareholder to the articles of incorporation are as follows:

VIDEO METRO, LTDA.
PRACA AMADEU AMARAL 76
PARAISO, SAO PAULO, SP. BRAZIL 600 Shares

SIMONE COSTA DA ROCHA
4750 N.E. 17TH AVE.
POMPANO BEACH, FLORIDA 33064 200 Shares

ALIRIO FERREIRA DA ROCHA
4750 N.E. 17TH AVENUE
POMPANO BEACH, FLORIDA 33064 200 Shares

ARTICLE X - INCORPORATORS

The names and post office addresses of each incorporator to the articles of incorporation are as follows:

AMAURY KAUER
4750 N.E. 17TH AVE.
POMPANO BEACH, FLORIDA 33064

ALIRIO FERREIRA DA ROCHA
4750 N.E. 17TH AVE.
POMPANO BEACH, FLORIDA 33064

ARTICLE XI - LIMITATIONS OF CORPORATE STOCK

Limitations of Corporate Stock: No shareholder of this Corporation may sell or transfer stock in this corporation except to another individual who is eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock at such stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholders; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

ARTICLE XII - FURTHER RIGHTS

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than stock book, or any of them, shall be open to the inspection of the stockholders. No stockholder shall have any right to inspect any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors or Officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meetings and to have one or more officers, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

We, the undersigned, being the incorporators named for the purpose of forming a Corporation for profit to do business both within and out of the State of Florida, hereby make, subscribe and acknowledge having filed these Articles hereby declaring and certifying that the facts herein stated are true, and to respectively agree to abide by the Articles as hereinstated.

Subscribed at Miami, Dade County, Florida, this 3 day of April, 1995.

Amaury Kauer
AMAURY KAUER (DIRECTOR/ PRESIDENT)

Alirio da Rocha
ALIRIO FERREIRA DA ROCHA (VICE-PRESIDENT)

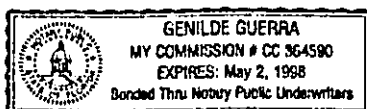
STATE OF FLORIDA]
] SS.
COUNTY OF DADE]

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared **AMAURY KAUER AND ALIRIO FERREIRA DA ROCHA**, who, after showing Drivers License as identity and being duly sworn by me, depose and say that **They** signed the above foregoing Articles of Incorporation for the purposes therein set forth.

3 **WITNESS** my hand and official seal at Miami, Dade County, Florida, This day of April, 1995.

[Signature]
Notary Public, State of Florida

My commission expires:



FILED
MAR 10 1985
CLERK OF COURT

**CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in accordance with said Act:

That VIDEO MANIA U.S.A., INC. is qualified to do business under the laws of the State of Florida, with its principal office at **4750 N.E. 17TH AVE. POMPANO BEACH, FL 33064** and has appointed **AMAURY KAUR** at the same principal office address as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby state that I am familiar with, understand and accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


AMAURY KAUR
Registered Agent