

P 95000047942

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
95 JUN 15 10 12 AM '95
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: CALIFORNIA CLUB VIDEO CORP.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: CREVA N. LEGG
Name (printed or typed)

1420 N.E. 203 ST.
Address

N. MIAMI BEACH, FL 33179
City, State & Zip

(305) 651-2560
Daytime Telephone number

SHARON L. TALA JUN 21 1995

500001514565
-06/15/95--01107--008
*****78.75 *****78.75

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CALIFORNIA CLUB VIDEO CORP.

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TALLAHASSEE FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

850 IVES DAIRY RD. T66/67

N. MIAMI BEACH, FL 33179

(MAILING ADDRESS) 1420 N.E. 203 ST.

N. MIAMI BEACH, FL 33179

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100%

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

CREUZA N. LEGG

850 IVES DAIRY RD. T66/67

N. MIAMI BEACH, FL 33179

ARTICLE V INCORPORATOR(S)

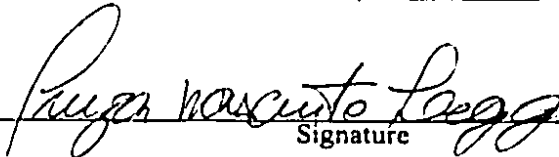
See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

CREVEA N. COLLAZO-LEGG
1470 N.E. 203 ST.
N. MIAMI BEACH, FL 33179

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

09 day of JUNE, 19 95.



Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: CALIFORNIA CLUB VIDEO CORP.

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

CREUZA N. LEGG
(NAME)

850 IVES DAIRY RD. T66/67
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

N. MIAMI BEACH, FL 33179
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.

Creuza Narciso Legg
(SIGNATURE)

06/11/95
(DATE)

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01/14/97

DEAR SIR,

ENCLOSED IS A COMPLETED FORM REGARDING
AMENDING ARTICLES OF INCORPORATION. ALSO,
A CHECK \$35.

FOR ANY QUESTIONS PLEASE CALL
AT (305) 651-2560 HOME
OR (305) 653-1080 BUSINESS

RETNAI ADDRESS: 19255 N.E. 10 AVE. #319
N.M.B. FL 33179

YOUR ASSISTANCE IS APPRECIATED

000002081090--3
-01/17/97--01003--006
*****35.00 *****35.00

per Crenza N. Legg
Corrected Article III # of shares
should be: 100.

97 JAN 16 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

1/29

[Signature]
Name
Change
& Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

CALIFORNIA CLUB VIDEO CORP.

(present name)

91 JAN 19 FILED 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I NAME: VIDEO CENTER CORP.

ARTICLE II PRINCIPAL OFFICE:

300 EAST DANIA BEACH BLVD. BAY # 318

DANIA, FL. 33004

(MAILING ADDRESS) 19255 N.E. 10 AVE. # 319

N.M.B., FL. 33179

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS:

CREVEA N. LEGG

19255 N.E. 10 AVE. # 319

N.M.B. FL 33179

ARTICLE V INCORPORATOR(S):

CREVEA N. LEGG

19255 N.E. 10 AVE. # 319

N.M.B. FL 33179

ARTICLE III SHARES:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 01/14/97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14th day of JANUARY, 19 97

Signature

Creza N. Legg

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

CREZA N. LEGG

Typed or printed name

PRESIDENT / INCORPORATOR

Title