

P95 0000 506 83

Judy Video, Inc..
10468 Taft Street
Pembroke Pines, Florida 33026

Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

June 21, 1995

300001525163
-06/28/95--01011--005
*****70.00 *****70.00

EFFECTIVE DATE

7-1-95

Gentleman:

Enclosed herewith you will find two copies of the Articles of Incorporation for the above Corporation. Please validate one copy of the Articles and return same to me in the self-addressed envelope enclosed. You will also find a check in the amount of \$70.00 to cover the filing fees as required.

Thanking you for your prompt attention, I remain,

Yours truly,

Judith Petron
President

FILED
1995 JUN 28 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

Of

Judy Video, Inc.

Article I Name

The name of the Corporation is Judy Video, Inc.

EFFECTIVE DATE

7-1-95

Article II Duration

The Corporation shall commence its existence on July 1, 1995 and shall have perpetual existence.

Article III Purpose

The Corporation is organized for the purpose of transacting business relating to, but not necessarily limited to, video sales, and rentals. The Corporation shall further engage in the rental of various types of related equipment. The corporation shall be further engaged in the procurement of and assistance of various types of outside personnel as may be required to service and repair equipment. Further, the Corporation is authorized to act as agents on behalf of its clients, to engage other parties to complete certain transactions and provide services as the Corporation shall deem necessary. The Corporation shall engage in the same activities for its own benefit. The nature of the business to be promoted and carried on, is to engage in any lawful activity for which Corporations may be organized under the General Corporation Laws of the State of Florida.

Article IV Capital Stock

The Corporation shall be authorized to issue 1,000 shares of Fifty Cents (\$.50) par value common stock, which shall be designated common shares. The Corporation shall be authorized to issue additional stock, both by class and value, both voting and non-voting stock as the Board of Directors shall designate.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V Initial Registered Agent
and Office

The street address of the initial registered agent of this Corporation is 1805 North 68 Avenue City of Hollywood, State of Florida, and the name of the original registered agent at that address is: Robert Petron.

Article VI Board of Directors

The Corporation shall have one (1) director initially. The number of the directors may either be increased or deminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the original Board of Directors of the Corporation is:

Judith Petron 10468 Taft Street Pembroke Pines, Florida

Robert Petron 10468 Taft Street Pembroke Pines, Florida

Article VII Incorporators

The names and addresses of the persons signing these Articles of Incorporation is:

Judith Petron 10468 Taft Street Pembroke Pines, Florida

Robert Petron 10468 Taft Street Pembroke Pines, Florida

Article VIII Officers

The Officers of the Corporation shall be as follows:

Judith Petron President, Secretary

Robert Petron Vice President, Treasurer

Article IX Stockholder's Of Record

All of the Corporation's issued stock, exclusive of Treasury Stock, shall be held of record by an unlimited number of persons. Each shareholders of record shall offer to the Corporation, or other shareholders of the Corporation a Thirty (30) day "Frist Refusal " option to the purchase of his stock; should he elect to sell his stock. The Stockholders of Record and their percentage of ownership is as follows:

Judith Petron 50%

Robert Petron 50%


Article X Amendments

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

IN WITNESS WHEREOF, the undersigned subscribers has executed these Articles of Incorporation on this the 21st day of JUNE 1995 who produced FL DL. as ID.



Judith Petron



Robert Petron

FILED
JUN 28 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHERE SERVICE OF PROCESS BEING SERVED.

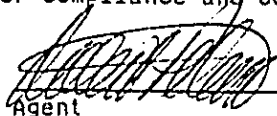
In compliance with Section 48.091, of the Florida Statutes, the following is submitted:

First that Judy Video, Inc. desiring to organize under the laws of the State of Florida, with its original place of business at 10468 Taft Street City of Pembroke Pines State of Florida, has named Robert Petron, 1805 North 68 Avenue City of Hollywood State of Florida, as its agent to accept Service of Process within Florida.


Signature of Director

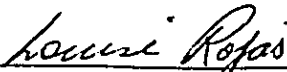
On this the 21 day of JUNE 1995

Having been named to accept Service of Process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper compliance and complete performance of my duties.


Agent

On this the 21st day of JUNE 1995

Sworn and subscribed before me on this the 21st day of JUNE 1995 who produced FL DL AS ID.


NOTARY PUBLIC
State of Florida, At Large LOUISE ROJAS

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES August 5, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

CC 126677

