P95000051316

JORGE R. ORTA

JURGE R. ORTA

MARVIN B. SEIDMAN OF COUNSEL NORTH GABLES EXECUTIVE CENTER 1000 PONCE DE LEON BOULEVARD SUITE JO3 CORAL GABLES, FLORIDA J31J4

AREA CODE (305) 444-3031 FAX (305) 444-3016

20000151662 -06/19/95--01051--012 *****78.75 *****78.75

MILE NO. JNO/GRAX/95

MESSAGE

TO: FRERIDA DEPT. OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32319

OUR MAIN NUMBER IS 305 - 444 - 3031

DATE: 6/14/95 TIME:

FAX TEL. NO.:

RE. VIDEO ONE

PRODUCTIONS, INC.

OUR FAX NIMER IS 305 - 444 - 3076

MESSAGE.

ENCLOSE PLEASE FIND THIS

OFFICES'S CHECK VOIDES FOR \$ 78.75

FOR THE INCORPORATION OF VIDEO ONE
WAS-12634

PRODUCTIONS, INC.

PREASE SEND CERTIFICATE OF GOOD

STANDING AND LETTER OF INCORPORATION

TO THE UNDERSIGNED

The information contained in this transmission is attorney privileged and confidential. It is intended for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone, collect and return the original message to us at the above address via the U.S. postal service. We will reimburse you for postage. Thank you.

NUMBER OF PAGES INCLUDING THIS ONE ()



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 23, 1995

JORGE ORTA NORTH GABLES EXECUTIVE CENTER 1000 PONCE DE LEON BLVD., STE. 305 CORAL GABLES, FL 33134

SUBJECT: VIDEO ONE PRODUCTIONS, INC.

Ref. Number: W95000012834

We have received your document for VIDEO ONE PRODUCTIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Sheldon Bream Document Specialist

Letter Number: 795A00030872

FILED

V - ONE PRODUCTIONS, INC.

05 JUN 20 111 4: 30

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is V - One Productions, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENTS

The street address of the initial registered office of this corporation is 1000 Ponce de Leon Blvd., Suite 305, Coral Gables, FL 33134 and the name of the initial registered agent of this corporation at that address is Jorge R. Orta.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two Director (s) constituting the intial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name (s) and address (es) of the intial Board of Directors of this Corporation is/are

NAME

ADDRESS

Jose A. Guerra Pres/Director 6030 SW 88 Court Miami, FL 33173

Maria F. Guerra Vice-Pres-Sect./Director

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS

JORGE R. ORTA

1000 Ponce de Leon Blvd., Suite 305 Coral Gables, Florida 33134

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber, has executed these Articles of Incorporation this ______ day of ______, 1993.

(R. Out.

CERTIFICATE OF DESIGNATING REGISTERED AGENT PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BESERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that V - One Productions, Inc. qualify under the laws of the State of Florida, with its principal place of business at 1000 Ponce de Leon Blvd., Suite 305, Coral Gables, Florida 33134 has named Jorge R. Orta to accept service of process within Florida.

Dated: 4/19/95

INCORPORATOR

Having been named to accept service of process for the above named corporation, at the place designated in this 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 performance of my duties.

REGISTERED AGENT

Page 3

95 JH 20 JH 4

ARTVIDEO

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June 3, 1997

V-ONE PRODUCTIONS, INC. 1082 12TH ST VERO BEACH, FL 32960 US

SUBJECT: V - ONE PRODUCTIONS, INC.

Ref. Number: P95000051316

Debit Memo #: 8597-R

This is to inform you that check #1682 in the amount of \$165.00 submitted with the annual report for V - ONE PRODUCTIONS, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or payment is not received, your corporation will be administratively dissolved or revoked on or after August 3, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey Accountant 1 Letter Number: 497A00029863

P9500005/3/6

200002257092--1 -08/04/97--01158--010 ****180.00 ****180.00

August 4, 1997

REPLACEMENT FEE 1997

ANNUAL REPORT: V-ONE PRODUCTIONS,

INC.

DEBIT MEMO: # 8597-R

CHECK #: 1682