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 TO: DIVISION OF CORPORATIONS ELECTRONIC FILING COVER SHEET
 DEPARTMENT OF STATE FROM: ATLAS, PRAHMAN, TROP & BORKSON, P.A.
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CONTACT: FLAUNDERDALE FL. 33302-4610
 PHONE: BEVERLY P. BRYAN
 (305) 463-3173
 FAX: (305) 523-1952
 ENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 VIDEO, INC.

((H95000007444)))
FAX: (305) 523-1963
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MAD BEACH VIDEO, INC.
FAX AUDIT NUMBER: H95000007444
DATE REQUESTED: 07/05/1995
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CERTIFIED COPIES: 1
TIME REQUESTED: 13:04:22
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Florida Division of Corporations Access

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
MAD BEACH VIDEO, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: MAD BEACH VIDEO, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 14197 W. Paroloy Drive, Madeira Beach, Florida 33708.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

H95000007444

CHARLES B. PEARLMAN, ESQ., FL BAR # 235547
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FLORIDA 33301
PHONE NO.: (305) 763-1200

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value \$.01 per share.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301

BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the Initial Director of this Corporation are:

Christine Burnes
Bart Janssen
14197 W. Parsley Drive
Madeira Beach, Florida 33708

The persons named as Initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is South Florida Registered Agents, Inc.

ARTICLE X

INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 5th day of July, 1995.

SOUTH FLORIDA REGISTERED AGENTS, INC.
a Florida corporation

By: Beverly F. Bryan
Beverly F. Bryan, President

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

MAD BEACH VIDEO, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 14197 W. Parsley Drive, Madeira Beach, Florida 33708 has named South Florida Registered Agents, Inc., whose address is 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.
a Florida corporation

By: 

Beverly F. Bryan, President

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TALLAHASSEE, FLORIDA

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