

P950000 52654

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

SUBJECT: CAPT. VIDEO INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$70.00.

FROM: CAPT. VIDEO INC.
640 S. HEDGE COCK SQUARE
SATELLITE BEACH, FL 32937
(407) 799-9109

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*****70.00 *****70.00

W. KENDRICKS JUL 10 1995

ARTICLES OF INCORPORATION

OF

CAPT. VIDEO INC.

ARTICLE I

The name of the Corporation is:

CAPT. VIDEO INC.

ARTICLE II

This corporation shall have perpetual existence commencing on the filing of these Articles.

ARTICLE III

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation. Whereas the Corporation is hereby organized and chartered solely for the purpose of performing the functions and conducting that activities contemplated under the Small Business Investment Act of 1958, as amended, it shall have all the powers and responsibilities conferred or imposed by the Small Business Investment Act of 1958, as amended, and the regulations issued hereunder. To exercise all powers now granted, or which in the future may be granted, by the business Corporation Law to corporations formed thereunder, subject to any limitations imposed by the Business Corporation Law or any other statute of the State of Florida, and except as such powers may be limited by or be inconsistent with the Small Business Investment Act of 1958, as amended, and the Regulations issued thereunder.

ARTICLE IV

This Corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value common stock.

ARTICLE V

The Registered Agent and the street address of the initial registered office of this corporation in the State of Florida shall be: The registered office and the principal are one and the same.

FREDERICK J. SIENI

640 S. HEDGECOCK SQUARE

SATELLITE BEACH, FL 32937

The Board of Directors from time to time may move the Registered Office to any address in the State of Florida.

ARTICLE VI

This Corporation shall have ONE (1) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than (1). The name and address of the initial Director of this Corporation is:

FREDERICK J. SIENI
640 S. HEDGECOCK SQUARE
SATELLITE BEACH, FL 32937

ARTICLE VII

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

FREDERICK J. SIENI
640 S. HEDGECOCK SQUARE
SATELLITE BEACH, FL 32937

ARTICLE VIII

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation, to wit:

- A. The Board of Directors from time to time shall determine whether and to what extent, and at which time and place, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the Shareholders.
- B. The Director may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issue of new certificates therefor.
- C. No contracts or other transactions between the Corporation and any other corporation, in the absence of fraud, shall be affected or validated by the fact, that any one or more of the Directors of that Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporations, and any Director or Director, individual or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of the Corporation, or in which the corporation is interested, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from his contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested, Any Director(s) of the corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he also is a Director of such subsidiary or controlled company.

ARTICLE IX

The Board may secure and maintain such policies of insurance as it may consider appropriate to insure any person, who is serving or has served as a Director or Officer of the corporation or any of its subsidiaries, against liability and expense arising out of any claim or breach of duty, error, misstatement, misleading statement, omission or other act done or attempted solely by reason their being such Officer or Director.

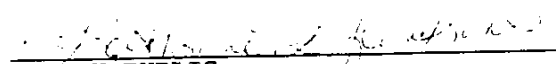
IN WITNESS WHEREOF, the undersigned Incorporator has executed
these Articles of Incorporation the 15 day of
June, 1998.


FREDERICK J. SIENI
INCORPORATOR

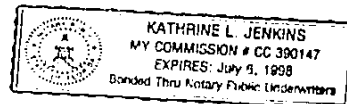
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, A Notary Public, authorized to take acknowledgments in
the State and County set forth above, personally appeared
Frederick J. Sieni known to me to be the person who executed
the foregoing Articles of Incorporation and he/she acknowledged
before me that he/she executed the same.

SWORN TO AND SUBSCRIBED TO before me this 15 day of June 1998.


NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

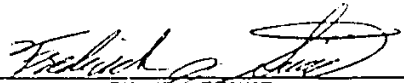


ARTICLE X

This Corporation reserves the right to repeal any provision contained in the Articles of Incorporation, or in any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.


FREDERICK J. SIENI
REGISTERED AGENT