

P95000054607

TRANSMITTAL LETTER

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

SUBJECT: Shelcor One Corporation
(Name of Corporation)

700001538317
07/14/95--01075--003
*****70.00 *****70.00

Regarding the subject corporation, please find enclosed, an original and one (1) copy of the Articles of Incorporation and a check in the amount of Seventy Dollars (\$70.00). Please file and return same at your earliest convenience. Thank you.

From & Return To:

Pickup
2:30
7-14-95

R.A. "Rick" Shiarla
Vice President
Adminicor, Inc.
P.O. Box 521134
Longwood, Florida 32752-1134
(407) 339-1220

RECEIVED
JUL 14 PM 2:39
TALLAHASSEE, FLORIDA

D. BROWN JUL 14 1995

**ARTICLES OF INCORPORATION
OF
SHEL COR ONE CORPORATION**

FILED
25 JUL 14 PM 2:39
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation pursuant to the provisions of the "Florida Business Corporation Act", hereby adopts the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the corporation shall be Shelcor One Corporation.

ARTICLE TWO - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be

Physical Address: 5030 South U.S. Highway
Casselberry, Florida 23707

Mailing Address: P.O. Box 521134
Longwood, Florida 32752-1134.

ARTICLE THREE - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE FOUR - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE FIVE - CAPITAL STOCK

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

<u>Class</u>	<u>Par Value</u>	<u>Number</u>
Common	N/A	5,000,000

ARTICLE SIX - INITIAL REGISTERED AGENT

The name and address of the initial registered agent and registered office is

Adminleor, Inc.
5030 South U.S. Highway 17/92
Casselberry, Florida 32707.

ARTICLE SEVEN - INITIAL DIRECTOR

The number of directors constituting the initial Board of Directors of the corporation is one, and the name of the person who is to serve as a director until the organizational meeting or until the first meeting of shareholders or until his successor is elected and qualified is

R.A. "Rick" Shiarla.

ARTICLE EIGHT - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE NINE - SELF DEALING

No contract or other transaction between the corporation and other corporations shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE TEN - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is

Adminicor, Inc.

Physical Address: 5030 South U.S. Highway
Casselberry, Florida 32707

Mailing Address: P.O. Box 521134
Longwood, Florida 32752-1134

The undersigned incorporator hereby declares, under the penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true. The undersigned has executed the Articles of Incorporation this 11th day of July, 1995.


(Signature of Incorporator)

R.A. "Rick" Shiarla, as Vice President
Adminicor, Inc.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT & REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT AND REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is

Shelcor One Corporation.

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

Adminicor, Inc.
5030 South U.S. Highway 17/92
Casselberry, Florida 32707.

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 to 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.



(Signature of Registered Agent)

7-11-95

(Date)

R.A. "Rick" Shiarla, as Vice President
Adminicor, Inc.

FILED
95 JUL 14 PM 2:40
TALLAHASSEE, FLORIDA

P95000054607

Affordable Advocates

Requestor's Name

5030 S US Hwy 17/92

Address

Casselberry FL 32718-1304

City/State/Zip

Phone #

(407)339-4445

RECEIVED

96 JAN 29 PM 1:57

DIVISION OF REGISTRATION

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Shelcor One Corp

(Corporation Name)

(Document #)

2. ~~Mon in Action~~ USA, Inc.

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

☐ Walk in

☒ Pick up time 3:30 pm

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED
96 FEB -7 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

4000001700534
-01/29/96--01077--010
*****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend +
NIC
Sp

Per Rick
OK to state
Initial

Return by mail
per Daisy

TRANSMITTAL LETTER

RECEIVED
96 JAN 29 PM 1:57
DIVISION OF CORPORATION

Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: Shelcor One Corporation
(Name of Corporation)

Enclosed is one (1) original and one (1) copy of the articles of amendment regarding the subject corporation along with a check in the amount of Thirty-Five Dollars (\$35.00). Please file and return same at your earliest convenience. Thank you.

From & Return To:

Affordable AdvocatesSM
5030 South U.S. Highway 17/92
P.O. Box 181304
Casselberry, FL 32718-1304
(407) 339-4445



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1996

AFFORDABLE ADVOCATES
5030 S. U.S. HWY. 17/92
CASSELBERRY, FL 32718-1304

SUBJECT: SHELCOR ONE CORPORATION
Ref. Number: P95000054607

We have received your document for SHELCOR ONE CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The document must contain the name and capacity of the person signing on behalf of the new registered agent.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 596A0000385

RECEIVED
96 FEB -6 AM 11:18
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 7, 1996

AFFORDABLE ADVOCATES
5030 S. U.S. HWY. 17/92
CASSELBERRY, FL 32718-1304

SUBJECT: SHELCOR ONE CORPORATION
Ref. Number: P95000054607

We have received your document for SHELCOR ONE CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

OUR RECORDS REFLECT THE INITIAL DIRECTOR BEING R.A. "RICK" SHIARLA, PLEASE DELETE THE WORD "INITIAL" IN ARTICLE 7 SINCE THE DIRECTORS LISTED ARE NOT THE INITIAL. WE MUST HAVE AN ADDRESS FOR THE NEW DIRECTORS LISTED ALSO.

THE ASSIGNMENT OF INCORPORATOR'S INTEREST LISTED ON THE BOTTOM OF PAGE 3 MUST BE DELETED, SINCE THE INCORPORATOR OF THE ARTICLES OF INCORPORATION WILL ALWAYS BE THE PERSON OR PERSONS LISTED IN THE ORIGINAL ARTICLES AND INCORPORATORS CANNOT BE CHANGED.

PLEASE DELETE THE WORD INITIAL THROUGHOUT ARTICLE 6 OF THE AMENDMENT. A CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND OFFICE IS USED ONLY WHEN INCORPORATING A NEW CORPORATION. PLEASE INCLUDE A SHEET WITH THE FOLLOWING INFORMATION:

WRITTEN ACCEPTANCE BY THE REGISTERED AGENT, i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"; AND THE REGISTERED AGENT'S SIGNATURE.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 796A00005285

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SHELCO ONE CORPORATION**

FILED
96 FEB -7 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Amendments adopted:

ARTICLE ONE - NAME

The name of the corporation shall be: Global Home Entertainment Corporation

ARTICLE TWO - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be

1025 South Semoran Boulevard, Suite 1093
Winter Park, Florida 32792

ARTICLE THREE - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE FOUR - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE FIVE - CAPITAL STOCK

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

<u>Class</u>	<u>Par Value</u>	<u>Number</u>
Common	N/A	1,000,000

ARTICLE SIX - [REDACTED] REGISTERED AGENT

The name and address of the [REDACTED] registered agent and registered office is

Kwas & Associates, P.A. d/b/a
Affordable AdvocatesSM
5030 South US Highway 17-92
P.O. Box 181304
Casselberry, Florida 32718-1304

ARTICLE SEVEN - [REDACTED] DIRECTOR

The number of directors constituting the [REDACTED] Board of Directors of the corporation are three, and the name of the persons who are to serve as a director(s) until the next meeting of shareholders or until their successors are elected and qualified are

Mario DiFiore
Robin DiFiore
Robin Carter

ARTICLE EIGHT - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE NINE - SELF DEALING

No contract or other transaction between the corporation and other corporations shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

DATE: The date of amendment adoption: January 25, 1996

APPROVAL: The amendment was adopted by the Shareholders. The number of votes cast for the amendment was sufficient for Approval.

IN WITNESS WHEREOF, the undersigned hereby declares, under the penalties of perjury, that the statements made in the foregoing Articles of Amendment are true and the undersigned has hereunto set his hand and seal on this 30th day of January, 1996.



R.A. "Rick" Shiarla
Chairman of the Board

ASSIGNMENT OF INCORPORATOR'S INTEREST

I, R.A. "Rick" Shiarla, as Chairman of the Board and Sole Shareholders of Shelcor One Corporation, a Florida Corporation, hereby assign to Mario DiFiore, all rights, title and interest as incorporator the capital stock of Shelcor One Corporation, a Corporation organized under the laws of the State of Florida, to the extent of the total shares presently authorized or as may be authorized by amendment in the future.

Dated: November 1, 1995



R.A. "Rick" Shiarla
Chairman of the Board

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT & REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT AND REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Global Home Entertainment Corporation

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

Kwas & Associates, P.A. d/b/a
Affordable AdvocatesSM
5030 South US Highway 17-92
P.O. Box 181304
Casselberry, Florida 32718-1304

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 to agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Kwas & Associates, P.A. d/b/a
Affordable AdvocatesSM
Mark S. Kwas, as President

2-2-96

Date