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LAW OFFICES  
MELAND & RUSSIN, P.A.  
2420 FIRST UNION FINANCIAL CENTER  
200 SOUTH DISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131

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July 12, 1995

VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

900001588879  
-07/14/95--01004--003  
\*\*\*122.50 \*\*\*122.50

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

RE: Incorporation of Video Reality Incorporated

Ladies and Gentlemen:


I am enclosing for filing one original and one copy of the executed and notarized Articles of Incorporation for the above-referenced corporation.

Also, enclosed is a check in the amount of \$122.50 representing all filing fees and costs.

Please send us a certified copy of the filed Articles of Incorporation at your earliest opportunity in the stamped and self-addressed envelope provided for your convenience.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

  
Alicia Alonso  
Legal Assistant to Mark S. Meland

AA/aa  
Enclosure(s)

sklar/secretary.ltl

7/19/95  


**ARTICLES OF INCORPORATION**  
**OF**  
**VIDEO REALITY INCORPORATED**

RECORDED  
JUL 11 AM 6:12  
MALLARD & COMPANY

**ARTICLE I - Name**

The name of the corporation is Video Reality Incorporated (the "Corporation").

**ARTICLE II - Purpose**

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

**ARTICLE III - Capital Stock**

The Corporation is authorized to issue 10,000 shares of US \$.01 par value common stock. The Board of Directors may authorized the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

**ARTICLE IV - Initial Registered Office and Agent**

The name of the initial registered agent of the Corporation and the street address of the registered office of this Corporation is:

Meland & Russin, P.A.  
2420 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, FL 33131

**ARTICLE V - Corporate Mailing Address**

The principal office and mailing address of the Corporation is

c/o Meland & Russin, P.A.  
2420 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE VI - Incorporator**

The name and address of the Incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Mark S. Meland	200 South Biscayne Boulevard Suite 2420 Miami, Florida 33131

**ARTICLE VII - Powers**

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE VIII - Indemnification**

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

**ARTICLE IX - Fiscal Year**

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

**ARTICLE X - Duration**

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

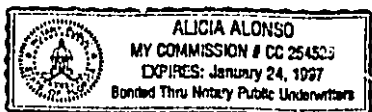
The undersigned has executed these Articles of Incorporation this 12th day of July, 1995.

  
Mark S. Meland  
Incorporator

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Mark S. Meland who is personally known to me and who, after being duly sworn, did freely and voluntarily acknowledge that, according to law, he made and subscribed the foregoing Articles of Incorporation of Video Reality Incorporated.

IN WITNESS WHEREOF, I have set my hand and affixed my seal of office to this document this 12<sup>th</sup> day of July, 1995.



Alicia Alonso  
Notary Public, State of Florida  
At Large  
Print Name:  
Commission No.

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Video Reality Incorporated at the place designated in the Articles of Incorporation, Meland & Russin, P.A., agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0501(3), Fla. Stat. (1990), relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated this 12<sup>th</sup> day of July, 1995.

Meland & Russin, P.A.

By: [Signature]  
Mark S. Meland, Esq.

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