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95 JUL 27 PM 12:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAZARUS CORPORATE INDUSTRIES, INC.
(Requestor's Name)

890 S.W. 87 AVENUE, SUITE 16
(Address)

MIAMI, FLORIDA 33174 (305)552-5973
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

(904)385-6715

OFFICE USE ONLY

900001550339
-08/01/95--01049--014
****122.50 ****122.50

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

1. VIDEO TO GO, INC.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

Walk in

Pick up time 2:00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" 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 |

| 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 |

W95-14778
KMM 7-21-95

AL HENDRICKS JUL 27 1995

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

July 21, 1995

Sandra B. Mortham
Secretary of State

LAZARUS CORPORATE INDUSTRIES, INC.
890 S.W. 87 AVENUE
SUITE 16
MIAMI, FL 33174

SUBJECT: VIDEO TO GO, INC.
Ref. Number: W95000014778

We have received your document for VIDEO TO GO, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

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.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 395A00034992

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95 JUL 27 PM 12:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

NAME

The name of the corporation shall be:

VIDEO DELIVERY EXPRESS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

a) To engage and carry on any business and related activities allowable under the applicable laws of the State of Florida and to perform any and all acts necessary to the accomplishment and furtherance of the above stated purpose.

b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade real and personal property of every kind and description.

c) To subscribe for purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, dividends, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms associations and other corporations, whether domestic or foreign and to exercise in respect of any such shares of stock, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part or the property of the Company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

d) To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind, and the liabilities of any persons, firm, association

or corporation, either wholly or partly, and to pay for the same cash, stocks or bonds of the Company or otherwise.

e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

f) In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

g) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State and in any other of the several States, territories, possessions, and dependencies of the United States, the District of Columbia, and in any and all foregoing countries.

h) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell,

mortgage, lend money on, exchange or otherwise dispose of, or turn or account or realize upon as owner, agent broker, or factor, all forms of securities, including stocks, bonds, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organizational liquidation or re-organization of financial, commercial, mercantile manufacturing, industrial or other business concerns, firms, association and corporation; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to let contracts for any advertising, and to make and carry out contracts of every kind and nature that may be conductive to the accomplishment of any purpose of the Corporation.

j) To do any and all things, and everything necessary

and proper for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the state of Florida are hereby included.

ARTICLE III
CAPITAL STOCK

The capital stock of this corporation shall be One Hundred shares, no par value, common stock. This stock shall have full voting rights, preemption privileges, non-cumulative as to dividends and shall be issued fully paid and nonsinkable. The stock shall be restricted as to transfer as follows: This stock may not be transferred on the books of this corporation, without first giving the right of purchase for ten (10) days to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders of record, at the same price and terms of any

bona fide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property real or personal, labor or services in lieu of cash, at just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be not less than five hundred dollars (\$500.00).

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The principal place of business of said corporation shall be at: 7625 Carlyle Avenue, Suite #10, Miami Beach, Florida 33141, with privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this Corporation shall not be less than one or nor more than ten.

ARTICLE VIII

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

NAME

ADDRESS

James A. Smith

7625 Carlyle Avenue, Suite #10

President-Incorporator

Miami Beach, Florida 33141

ARTICLE IX

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the Corporate By-Laws, so long as same does not conflict with the Florida Statutes.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to determine any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have first lien on the

shares of its members and upon the dividends due them or any indebtedness of such members of the corporation.

ARTICLE X

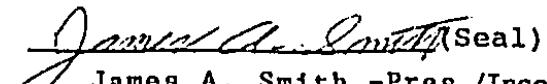
The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporate of this Corporation shall have the right, upon the organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any person, or firms or corporation, who, upon acceptance of said assignment, shall stand in lieu of the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

IN WITNESS WHEREOF, WE, the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are

true, and do respectfully agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals, this the _____ day of _____, _____.
WITNESSES



James A. Smith (Seal)
James A. Smith - Pres./Incorporator
7625 Carlyle Ave Miami Beach, FL 33141
(Seal)

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared

-----JAMES A. SMITH-----

who are known to me to be the persons described in and who executed the foregoing Articles of Incorporation and who, after being by me first duly sworn, on oath, depose and say and do acknowledge before me, that the said Articles to be the act and deed of the signers respectively and the facts and matters therein set forth are true and correct.

Notary Public

CERTIFICATE DESIGNATING RESIDENT AGENT

FILED
95 JUL 27 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That VIDEO DELIVERY EXPRESS, INC, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has assigned, JAMES A. SMITH, of 7625 Carlyle Avenue, #10, Miami Beach, FL 33141.

Having been named to accept service of process for the above stated corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office at, 7625 Carlyle Avenue, Suite #10 Miami Beach, Florida 33141.

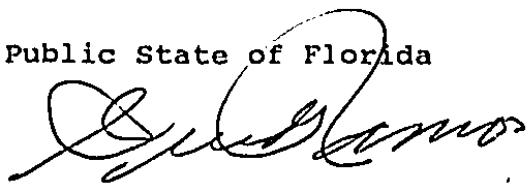
STATE OF FLORIDA) : *James A. Smith*
7625 Carlyle Ave., Suite #10
Miami Beach, FL 33141

COUNTY OF DADE) :

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above-named to take acknowledgments, personally appeared, JAMES A. SMITH -- , to be the person described as the Resident Agent, and who executed the foregoing Certificate Designating Resident Agent.

IN WITNESS WHEREOF, I set my hand and official seal in the
County and State named above, this 19th day of
July, 1975.

Notary Public State of Florida



My commission expires:

NOTARY PUBLIC
MY COMMISSION EXPIRES
BONDED THRU NOTARY PUBLIC UNDERWRITER