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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS . FROM: FAS-T CORP. AGENTS, INC.
 DEPARTMENT OF STATE 8405 NW 53RD ST
 STATE OF FLORIDA SUITE C-100
 409 EAST GAINES STREET MIAMI FL 33166- 33401-6194
 TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
 PHONE: (305) 599-0839
 FAX: (904) 922-4000 FAX: (305) 592-9591

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: OPA LOCKA VIDEO CORP.

FAX AUDIT NUMBER: H95000008213

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

July 26, 1995

FAS-T CORP. AGENTS, INC.

MIAMI, FL

SUBJECT: OPA LOCKA VIDEO CORP.,
REF: W95000015070

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 487-6931.

Steven Godfrey
Corporate Specialist

FAX Aud. #: H95000008213
Letter Number: 895A00035572

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

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

of:

OPA LOCKA VIDEO CORP.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME.

The name of the corporation shall be OPA LOCKA VIDEO CORP.

ARTICLE II.

PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be located at 765 Fishermans Street
Opa Locka, Fl 33054

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ARTICLE III.

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a).- RETAIL & RENTAL OF VIDEO TAPES AND ACCESSORIES.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is: 1,000 shares of common stock, having a nominal or par value \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$ 1.00 per share.

Prepared by: Small Business Development Associates, Inc. LATIN CHAMBER OF COMMERCE BUILDING
1401 West Flagler Street, Suite 210
Miami, Florida 33135 (305) 644-9000

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ARTICLE V.
TERM

This corporation shall have perpetual existence.

ARTICLE VI.
REGISTERED AGENT AND REGISTERED OFFICE

The REGISTERED AGENT for the corporation shall be Alexander D. Bilbao and the REGISTERED OFFICE shall be located at 601 Berlington Street Opa Locka, Florida 33054, or at such place the board of directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law.

ARTICLE VII.
DIRECTORS

This corporation shall have no less than 1 nor more than any 9 directors as set forth in the By-laws. The names and street addresses of the first board of directors of this corporation who subject to these Articles of Incorporation, By-law of the State of Florida, shall hold office until their successors have been elected and qualified are:

NAME	STREET ADDRESS
<u>ALEXANDER D. BILBAO</u> PRESIDENT 50% of SHARES	<u>12374 N.W. 98th PL.</u> <u>Hialeah Gardens, Fl 33016</u>
<u>ANTONIO BILBAO III</u> Vice President 25% of SHARES	<u>601 Berlington Street</u> <u>Opa Locka, Fl 33054</u>
<u>LUCY BILBAO</u> SEC/ TREA. 25% of SHARES	<u>12374 N.W. 98th PL</u> <u>Hialeah Gardens, Fl 33016</u>

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**ARTICLE VIII.
SUBSCRIBER**

The name and street address of the subscriber of these Articles of Incorporation is: _____

ALEXANDER D. BILBAO, 12374 N.W. 98th PL Hialeah Gardens, Florida 33016

**ARTICLE IX.
PROVISO**

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation, which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of such meeting, in writing, and providing a majority of the directors shall have approved the action the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting of consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any State, county or nation, or any private organization, corporation, person or persons.

Nothing in this article shall be constructed to allow any act of the board of directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or where ever a greater vote is required by law or in the By-laws by that vote.

ARTICLE X.

INSPECTION OF BOOKS AND RECORDS

the corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; no shareholder shall have the right of, inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

ARTICLE 11.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, that are determined to be reasonable, incurred by or imposed upon his connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

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ARTICLE XII.
TELEPHONE MEETING AUTHORIZED

Members of the board of directors or of any executive committee designated by the board of directors in accordance with the law shall be present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons is used.

ARTICLE XIII.
AMENDMENTS

These Articles of Incorporation may be amended in the manner and with the vote provided by law.
IN WITNESS WHEREOF, I have hereunto set my hand and seal at



(SEAL)

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared ALEXANDER D. BILBAO to me known to be the individual described in and who executed the foregoing Articles of Incorporation of OPA LOCKA VIDEO CORP., and that acknowledged before me that signed and executed same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 8 day of July, 1995

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**CERTIFICATE ACCEPTING DESIGNATION
AS
REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as REGISTERED AGENT of:

Alexander D. Bilbao

and agree to serve as its agent to accept service of process within this State as its REGISTERED OFFICE.

Alex D. Bilbao

(SEAL)

95 JUL 28 AM 10:50
STATE OF FLORIDA
TALLAHASSEE, FLORIDA