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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-

3701-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ROCKY VIDEO STAR, INC.

FAX AUDIT NUMBER: H95000008592

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/04/1995

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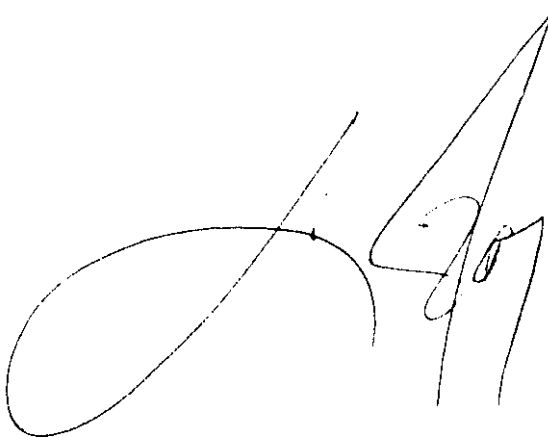
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P. 002

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ARTICLES OF INCORPORATION
OF
ROCKY VIDEO STAR, INC.

The subscriber(s) to this Articles of Incorporation, competent to contract, hereby associate for the purpose of forming a corporation under the Laws of the State of Florida, Chapter 607, Florida Statutes and certify as follows:

ARTICLE I

The name of the corporation shall be Rocky Video Star, Inc., for convenience the corporation shall be referred to in this instrument as the corporation. The principal place of business of this corporation shall be 2638 W. 60 Street, Hialeah, FL 33016.

ARTICLE II

The nature of business of this corporation is to engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or and other state, county territory or nation.

ARTICLE III

The maximum number of shares that this corporation is authorized to issue are 400 shares of common stock with a \$10.00 par value per share. Any and all such shares issued, and for which the full consideration has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further call of assessment or any other payment thereon.

ARTICLE IV

The street address of the initial registered office, of the corporation shall be 2638 W. 60 St, Hialeah, FL 33016 and the registered agent at that address is Carlos Abella.

Prepared by: Carlos Abella
2638 W. 60 Street
Hialeah, FL 33016

(305)362-2201

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ARTICLE V

The corporation is to exist perpetually.

ARTICLE VI

The corporation shall have 2 director(s) originally. The name(s) and street address(es) of the initial director(s) who shall hold office for the first year of the corporation, or until their successor is elected, are:

Carlos Abella, Director
2638 W. 60 Street
Hialeah, FL 33016

Isabel Abella, Director
2638 W. 60 Street
Hialeah, FL 33016

ARTICLE VII

The name(s) and street address(es) of the subscriber(s) to these Articles of Incorporation are:

Carlos Abella
2638 W. 60 Street
Hialeah, FL 33016

ARTICLE VIII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE IX

From time to time any of the provisions of these Articles of Incorporation may be amended, altered, or repealed, and other provisions authorized by the Laws of the State of Florida, at the time in force, may be added.

IN WITNESS WHEREOF, the undersigned subscriber(s) has (have) executed these Articles of Incorporation this 27th day of July, 1995.


Incorporator

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IN WITNESS, personally appear Carlos Abella known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he (she) (they) acknowledge before me that he (she) (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand, in the State of Florida, County of Dade, this 27th day of July, 1995.

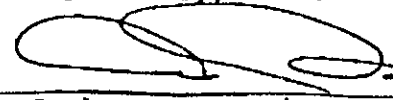

Carlos M. de Rojas, Witness

ACCEPTANCE BY REGISTERED AGENT

Having been named to Accept Service of Process for the above state corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.


Registered Agent

IN WITNESS, before me this 27th day of July, 1995.


Carlos M. de Rojas, Witness

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TALLAHASSEE, FLORIDA

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