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TRANSMITTAL LETTER

RECEIVED  
JUN 29 11:20  
TALLAHASSEE, FL  
CORPORATION

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

SUBJECT: VIDEO ENTERTAINMENT CORPORATION  
(Proposed corporate name)

Enclosed is an original and one ( 1 ) copy of the articles of incorporation and a check for \$ 131.25 .

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-01/29/96--01076--009  
\*\*\*\*131.25 \*\*\*\*131.25

FROM:

J. ROSSI

Name (printed or typed)

2618 NW 21 Terrace

Address

Miami, FL 33142

City, State, & Zip

(305) 6341842

Telephone Number

5/96  
J

Note: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**  
**OF**  
**VIDEO ENTERTAINMENT CORPORATION**

**ARTICLE 1**  
**NAME**

The name of the Corporation is  
VIDEO ENTERTAINMENT CORPORATION

**ARTICLE 2**  
**DURATION**

The duration of the Corporation is perpetual.

**ARTICLE 3**  
**PURPOSES**

The purposes for which the corporation is organized are:

1. To import, export, purchase or sell, assign, transfer or otherwise dispose of and deal in electronics, audio-visual equipment, audio and videocassettes and other related equipment, computers, and all kinds of magnetic media, tapes, discs and records, including production and duplication of audio and videocassettes, as well as "Telemarketing" of videos or others products.
2. To act as agent or representative, in any capacity, and to perform services for others.

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3. To the same extent as natural persons could do, to acquire, construct, maintain, develop, improve, rent, use, mortgage, and dispose of real property and interests therein.
4. To borrow money and personal property, and, from time to time without limit as to amount, to issue, accept, endorse, and execute, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or by pledge, conveyance, or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds, shares or other obligations of the corporation for its corporate purposes.
5. To acquire, hold, and dispose of its own shares and securities and rights thereto.
6. To accomplish the objectives of the corporation in any state of the union or any country in the world.
7. To carry on any lawful business or act necessary or incidental to the objects of this corporation, always complying with the laws of the State of Florida.

**ARTICLE 4**  
**AUTHORIZED SHARES AND PAR VALUE**

The aggregate number of shares which the corporation has the authority to issue is 10,000.00 and the par value of such shares is \$1.00 per share, amounting in the aggregate to \$10,000.00. The shares shall be issued from time to time as may be determined by the Board of Directors.

On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

**ARTICLE 5**  
**OFFICE AND AGENT**

The address of the corporation's initial registered office and the principal office address is 2618 N.W. 21 st. Terrace, Miami, Florida. 33142, and the name of its initial registered agent at such address is Teresa Tejeiro.

The Board of Directors from time to time may move the principal office being at 2618 N.W.21st. Terrace, Miami, Florida. 33142, to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, the United States of America, and Foreign countries.

**ARTICLE 6**  
**INITIAL DIRECTORS**

The Corporation shall have three (3) directors initially constituting the initial Board of Directors. The Number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders. The names and addresses of the subscribers of these Articles of Incorporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Joseph Rossi	2618 N.W. 21 st. Terrace, Miami, Florida. 33142
Robert A. Pileggi	2618 N.W. 21 st. Terrace, Miami, Florida. 33142
Rocco Pileggi	2618 N.W. 21 st. Terrace, Miami, Florida. 33142

**ARTICLE 7**  
**OFFICERS**

The names and post offices address of the members of the first Board of Directors, President, and C.E.O., Vice-President and Secretary, and Director-Treasurer, who shall hold office for the first year of existence of this corporation or until their successors are elected and have qualified are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>OFFICE</u></b>
Joseph Rossi	2618 N.W. 21 st. Terrace, Miami, Florida. 33142	President and C.E.O.
Robert A. Pileggi	2618 N.W. 21 st. Terrace, Miami, Florida. 33142	Vice-President and Secretary
Rocco Pileggi	2618 N.W. 21 st. Terrace, Miami, Florida. 33142	Director - Treasurer

#### **ARTICLE 8**

##### **EXPRESS POWERS OF THE BOARD OF DIRECTORS**

The president will be the Chief Executive Officer of The Corporation, who will generally and actively manage the business and affairs of the Corporation subject to the directions of the Board of Directors. He will preside at all meetings of the shareholders and Board of Directors.

The President, as well as any other member of the Board of Directors, is authorized to act on behalf of the Corporation or sign its name, and also establish bank accounts.

#### **ARTICLE 9**

##### **INDEMNIFICATION**

The Corporation shall indemnify any officers or directors or any former officer and / or director to the full extent permitted by law.

**ARTICLE 10**  
**AMENDMENTS**

These Articles of Incorporation may be amended, altered, change or repealed in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of January, 1996..

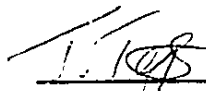


**JOSEPH ROSSI**

**ACKNOWLEDGEMENT AND ACCEPTANCE OF**  
**REGISTERED AGENT**

Having been named as Registered Agent of the above Corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporation Code pertaining to the duties and Responsibilities of a Registered Agent.

Date in Miami, Florida, this 26th day of January, 1996.



**TERESA TEJEIRO**

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