

P96000010320

TRANSMITTAL LETTER

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

SUBJECT: APEX VIDEO LABS, INC.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
~~\$131.25~~ (122.50 + 8.75)

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****131.25 ****131.25

FROM:

Rocco P. LEGGI
Name (printed or typed)
2610 NW 21 TERR.
Address
MIAMI, FL 33245
City, State, & Zip
635-0089
Telephone Number

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

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ARTICLES OF INCORPORATION

OF

APEX VIDEO LABS, INC.

ARTICLE 1

NAME

The name of the Corporation is
APEX VIDEO LABS, INC.

ARTICLE 2

DURATION

The duration of the Corporation is perpetual.

ARTICLE 3

PURPOSES

The purposes for which the corporation is organized are:

1. To produce video and film features, as well as all types of magnetic media, magnetic tapes, discs and records, including production and duplication of videocassettes, audiocassettes, compact discs, and C.D. Roms.
2. To act as agent or representative, in any capacity, and to perform services for others.
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 on-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 5,000.00 and the par value of such shares is \$1.00 per share, amounting in the aggregate to \$5,000.00. 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 2610 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 2610 N.W. 21 st. 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 one (1) director 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 name and address of the subscriber of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Rocco Pileggi	2610 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 Treasurer, and Secretary, who shall hold office for the first year of existence of this corporation or until their successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Rocco Pileggi	2610 N.W. 21 st. Terrace, Miami, Florida 33142	President and Treasurer
Robert A. Pileggi	2610 N.W. 21 st. Terrace, Miami, Florida 33142	Secretary

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 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 1st day of February, 1996.



ROCCO PILEGGI

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 1st day of February, 1996.



TERESA TEJEIRO