

P96000016118

**SICILIANO & KRAMER, P.A.**

ATTORNEYS AT LAW  
980 NORTH FEDERAL HIGHWAY - SUITE 440  
BOCA RATON, FLORIDA 33432

THOMAS V. SICILIANO  
FLORIDA BAR BOARD CERTIFIED:  
TAX LAW  
WILLS, TRUSTS AND ESTATES

WILLIAM D. KRAMER  
FLORIDA BAR BOARD CERTIFIED:  
REAL ESTATE LAW

February 16, 1996

**FILED**

96 FEB 19 PM 2:10  
TELEPHONE (407) 338-8880  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
(407) 336-1341

**Via Federal Express**

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

ORIGINAL FILED  
02/20/96 - 111044 - 11045  
\*\*\*122.50 \*\*\*122.50

Re: Video Universe, Inc.

Dear Sirs:

We enclose for filing two fully executed copies of the Articles of Incorporation for Video Universe, Inc. The Articles contain a designation of registered agent.

Also enclosed is a check in the amount of \$122.50, payable to the Department of State, to cover the necessary filing fees, tax and charge for certified copy of the Articles.

Thank you in advance for your attention to this matter.

Very truly yours,



William S. Kramer

WSK/lcd  
Encls.

PH 2/21/94

ARTICLES OF INCORPORATION  
OF  
VIDEO UNIVERSE, INC.

FILED

96 FEB 19 PM 2:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is VIDEO UNIVERSE, INC.

Article II

Duration

This corporation shall have perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue six hundred thousand (600,000) shares of \$.001 par value common stock. The shares shall not be divided into classes, nor may this corporation issue preferred stock without an amendment to its articles of incorporation.

Article V

Principal Office

The principal office or mailing address of this corporation is 988 Boulevard of the Arts, No. 1412, Sarasota, Florida 34236.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 988 Boulevard of the Arts, No. 1412, Sarasota, Florida 34236 and the name of the initial registered agent of this corporation at that office is EDWARD I. GUTHMANN.

Article VII

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation is:

EDWARD I. GUTHMANN  
988 Boulevard of the Arts  
No. 1412  
Sarasota, Florida 34236

Article VIII

Incorporators

The name and address of the person signing these Articles is:

EDWARD I. GUTHMANN  
988 Boulevard of the Arts  
No. 1412  
Sarasota, Florida 34236

## Article IX

### Powers

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

## Article X

### Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

## Article XI

### Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

## Article XII

### Indemnification

This corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to

action in another capacity while holder of such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### Article XIII

##### Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

#### Article XIV

##### Preemptive Rights

Each shareholder of the corporation shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17 day of February, 1996.

  
\_\_\_\_\_  
EDWARD I. GUTHMANN

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

96 FEB 19 PM 2:10

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST--THAT

VIDEO UNIVERSE, INC.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF

SARASOTA, STATE OF FLORIDA, HAS NAMED EDWARD I. GUTHMANN  
(NAME OF REGISTERED AGENT)

LOCATED AT 988 Boulevard of the Arts, No. 1412, Sarasota, FL 34236  
(STREET ADDRESS AND NUMBER OF BUILDING, POST OFFICE BOX ADDRESSES  
ARE NOT ACCEPTABLE)

CITY OF SARASOTA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Edward I. Guthmann  
EDWARD I. GUTHMANN

TITLE

President/Secretary/Treasurer

DATE

February 12, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Edward I. Guthmann  
EDWARD I. GUTHMANN

DATE

February 12, 1996