

MAR-20-96 02:00P MARTINEZ-CIDMIAMIUSA

+ 1 305 858 2513 P 01

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE DOCUMENT PROCESSED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THE PROCESS, ENTER

9:56 AM

ENTER/SELECTION AND <CR>FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

((H96000003990))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: RICARDO MARTINEZ-CID, P.A.
DEPARTMENT OF STATE 1699 CORAL WAY
STATE OF FLORIDA SUITE 510
409 EAST GAINES STREET MIAMI FL 33145-
TALLAHASSEE, FL 32399 CONTACT: RICARDO MARTINEZ-CID
FAX: (904) 922-4000 PHONE: (305) 859-7494
FAX: (305) 850-2513

((H96000003990))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DIGITAL VIDEOTEXT, INC.
FAX AUDIT NUMBER: H96000003990 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/20/1996 TIME REQUESTED: 09:56:29
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076640001666

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000003990)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>: M

FILED
96 MAR 20 PM 5:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
3/21

ORIGINAL FILED IN 960101

1996 MAR 20 PM 3:51

SECRETARY OF STATE

RICARDO MARTINEZ-CID
PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

CORAL WAY BANKING CENTER • 1199 CORAL WAY • SUITE 810 • MIAMI, FLORIDA 33145 • 2880 • TELEPHONE (305) 859-7414 • FACSIMILE (305) 859-2513

March 19, 1996

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

Re: DIGITAL VIDEOTEXT, INC.

Gentlemen:

The following documents are for filing with your office in connection with the captioned corporation:

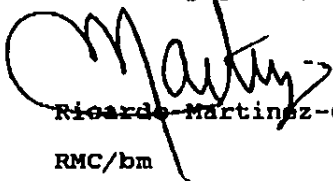
1. Articles of Incorporation - 2 sets.
2. Certificate of Registered Agent.
3. Check in the amount of \$122.50 covering the following:

Filing fee.....	35.00
Certified copy of	
Articles of Incorporation	52.50
Certificate of Registered	
Agent.,.,.....	<u>35.00</u>
	\$122.50

Upon filing of these documents, please send me one certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Sincerely yours,



Ricardo Martinez-Cid

RMC/bm

cc: Client

encls.

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H 96000003990**ARTICLES OF INCORPORATION****DIGITAL VIDEOTEXT, INC.**Article I - Name

The name of this corporation is DIGITAL VIDEOTEXT, INC.

Article II - Purpose

This corporation is organized to video post production services, and for all other lawful businesses.

Article III - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The principal address of the office of this corporation is 8491 N.W. 17 Street, Suite 108, Miami, Florida 33126.

The name of the initial Registered Agent of this corporation is ANTONIO BENITO of 8491 N.W. 17 Street, Suite 108, Miami, Florida 33126.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are ANTONIO BENITO and ALICIA BENITO, of 8491 N.W. 17 Street, Suite 108, Miami, Florida 33126, who will also serve as respectively president, and secretary/treasurer of the corporation.

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H 96000003990

AL

AB

FILED
96 MAR 20 PM 5 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA BAR NO. 157029 / AUDIT NUMBER: 49600000 3990

Article VII - Incorporator

The name and address of the persons signing these Articles are ANTONIO BENITO and ALICIA BENITO, of 8491 N.W. 17 Street, Suite 108, Miami, Florida 33126.

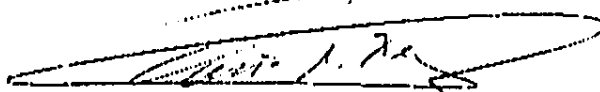
Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date these articles are filed with the Secretary of State.

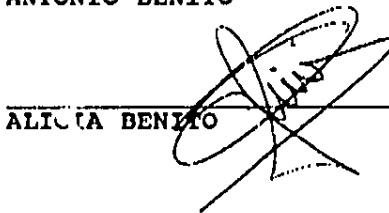
Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this March 19, 1996.



ANTONIO BENITO



ALICIA BENITO

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared ANTONIO BENITO and ALICIA BENITO, known to me personally and known by me to be the persons who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same, and they did take an oath.

IN WITNESS WHEREOF, we have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this March 19, 1996.

/ Notary Public

State of Florida at Large

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: 49600000 3990

AD AB

FLORIDA BAR NO. 157029 / AUDIT NUMBER: #96000003990

**CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That DIGITAL VIDEOTEXT, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named ANTONIO BENITO, located at 8491 N.W. 17 Street, Suite 108 Coral Gables, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of DIGITAL VIDEOTEXT, INC. to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this March 19, 1996.


ANTONIO BENITO
Registered Agent

FILED
MAR 20 PM 5:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: #96000003990

AB AB