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TO DIVISION OF CORPORATIONS FROM ELMHORN FILING COVER SHEET
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
400 EAST GAINES STREET MIAMI FL 33135--
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
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(((H96000005116))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WORLD VIDEO CLUB, INC.

FAX AUDIT NUMBER: H96000005116 CURRENT STATUS: REQUESTED
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FLORIDA DEPARTMENT OF STATE
Sandra H. Mortham
Secretary of State

April 11, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: WORLD VIDEO CLUB, INC.
REF: W96000007851

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

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ARTICLES OF INCORPORATION
OF

World Video Club, Corp.,

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be World Video Club, Corp.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 2150 NW 7 Street, Miami, FL 33125 and the name of the initial Registered Agent for the corporation at that address is Adela Urtecho

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation

Prepared By: James S. Newell, Esq.
FLBN: 1641 NW 63 AVE
0039063 SUNRISE FL 33313
TEL: (305) 733-0447

in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Adela Urtecho	President	100 Shuren
3143 SW 24 Street		
Miami, Fl 33145		

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Adela Urtecho
3143 SW 24 Street
Miami, Fl 33145

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 23rd day of March, 1996.

Incorporator:

Adela Urtecho

STATE OF Florida
COUNTY OF Dade

BEFORE ME, the undersigned authority, this day personally appeared Adela Urtecho, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 23rd day of March, 1996.

(SEAL)

Kevin A. Perry
Notary Public
State of Florida

My Commission Expires: Dec 20, 1996
Bonded Thru General Ins.. Underwriters

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, World Video Club, Corp., a corporation organizing under the laws of the State of Florida, with its principal office located at 2150 NW 7 Street, Miami, FL 33125, has named Adela Urtecho, whose address is 3143 SW 24 Street, Miami, FL 33145, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent

Adela Urtecho

STATE OF Florida
COUNTY OF Dade

BEFORE ME, the undersigned authority, this day personally appeared Adela Urtecho, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 23rd day of March, 1996.

Luis R. Perry

Notary Public
State of Florida

(SEAL)

My Commission Expires: Dec 20, 1996
Bonded Thru General Ins. Underwriters

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