

P96000035408

DONALD B. McKAY

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FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
APR 19 1996 AM 11:09

April 16, 1996

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

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-04/19/96--01077--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: FRIENDLY VIDEO, INC.

Dear Sir:

I attach the following:

1. Original and signed copy of Articles of Incorporation; and
2. Original and signed copy of Certificate Designating Registered Agent and Registered Office for Service of Process, and the Agent's Acceptance; and
3. My check # 458 drawn payable to the Florida Department of State in the amount of \$122.50, representing payment of filing and certification fees. After filing, please return a signed copy of each of the foregoing instruments as a certified copy to this office.

Sincerely

*Lester L. Bagma*

Donald B. McKay *for*

cc: Mr. & Mrs. Joseph S. Maziarz

R96-1644

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ARTICLES OF INCORPORATION  
OF  
FRIENDLY VIDEO, INC.

RECEIVED  
DIVISION OF CORPORATIONS  
JAN 13 1989  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as incorporators of a corporation organized under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

1. The name of the corporation is **FRIENDLY VIDEO, INC.**
2. The corporation is organized for the purpose of transacting any and all lawful business activities. The corporation has the power to do all things necessary, convenient or incidental to the transaction of its business and affairs.
3. The corporation has the right to issue a total of Five Thousand (5,000) shares of common capital stock, each share having a par value of \$1.00 per share.
4. No shares of stock in this corporation shall be divided into classes. No shares of stock in this corporation shall be issued in series.
5. The name of the initial Registered Agent of this corporation is **JOSEPH S. MAZIARZ**.
6. The address of the initial Registered Agent Office of this corporation is **4018 Little Road, New Port Richey, Florida 34655**.
7. The address of the principal office of this corporation is **4018 Little Road, New Port Richey, Florida 34655**.
8. The business and affairs of this corporation shall be managed and conducted by a Board of Directors.
9. The initial Board of Directors of this corporation shall consist of two (2) Directors, each of whom shall so serve until his or her successor has been elected during the first regular annual meeting of the Shareholders. The names and addresses of the initial Directors of this corporation are:

**NAME**  
**JOSEPH S. MAZIARZ**  
Director

**ADDRESS**  
8109 Meadowview Place  
New Port Richey, Florida 34655

**SUSAN M. MAZIARZ**  
Director

8109 Meadowview Place  
New Port Richey, Florida 34655

10. Shareholders of this corporation do not have a right to cumulate their votes for Directors, or on any other matter.

11. Shareholders of this corporation do not have a preemptive right to acquire this corporation's unissued shares of stock.

12. The names and addresses of the initial incorporators of this corporation, as well as the amount of stock to be initially purchased by each such incorporator, are as follows:

NAME	ADDRESS	SHARES
JOSEPH S. MAZIARZ and SUSAN M. MAZIARZ, as Joint Tenants with Rights of Survivorship	8109 Meadowview Place New Port Richey, Florida 34655	-100-

13. This corporation's Articles of Incorporation may be amended by the Board of Directors or the Shareholders of the corporation. In the event of a conflict, the decision of the Shareholders of the corporation will be controlling.

14. The initial By-Laws of this corporation shall be adopted by the initial Board of Directors of the corporation. This corporation's By-Laws may be repealed or amended by the Board of Directors or the Shareholders of the corporation. In the event of a conflict, the decision of the Shareholders of the corporation will be controlling.

DATED

4/16, 1996

INCORPORATORS

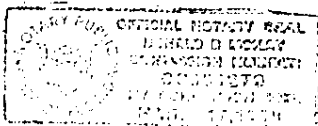
Joseph S. Maziarz  
JOSEPH S. MAZIARZ, Incorporator

Susan M. Maziarz  
SUSAN M. MAZIARZ, Incorporator

ACKNOWLEDGEMENT

STATE OF FLORIDA,  
COUNTY OF PASCO

This foregoing Articles of Incorporation were acknowledged before me this 4-16, 1996, by JOSEPH S. MAZIARZ and SUSAN M. MAZIARZ, each of whom took an oath and produced the following identification: a current Florida Driver's License.



Donald B. McKay  
DONALD B. MCKAY  
Notary Public

**CERTIFICATE DESIGNATING REGISTERED  
AGENT AND OFFICE FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA**

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This Certificate is submitted pursuant to Chapters 48 and 607, Florida Statutes.

1. **FRIENDLY VIDEO, INC.**, being a corporation duly organized under the laws of the State of Florida, hereby designates **JOSEPH S. MAZIARZ**, as Registered Agent for said corporation for service of process within the State of Florida.

2. In addition, the aforesaid corporation hereby designates 4018 Little Road, New Port Richey, Florida 34655, Pasco County, Florida, as the street address of the Registered Office of the corporation.

Dated: 4/16/, 1996

**FRIENDLY VIDEO, INC.**

By: Joseph S. Maziarz  
**JOSEPH S. MAZIARZ**, Incorporator

By: Susan M. Maziarz  
**SUSAN M. MAZIARZ**, Incorporator

**ACCEPTANCE**

The undersigned, having been designated as Registered Agent to accept service of process for the above-named corporation, at the place designated in this Certificate, hereby accepts such designation; and further hereby acknowledges that the undersigned is familiar with and accepts the obligations established by Section 607.0505, Florida Statutes, a copy of which has been received by the undersigned this date.

Date: 4/16/, 1996.

Joseph S. Maziarz  
**JOSEPH S. MAZIARZ**  
Registered Agent

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FEI - 59-3375463

CORPORATE NUMBER:

P96000035408

**CORPORATE ACTION BY CONSENT OF THE  
BOARD OF DIRECTORS AND SHAREHOLDERS**

**OF  
Friendly Video, Inc.**

As permitted by law, the undersigned Directors, being all of the Directors of the above corporation, unanimously adopt the following corporate action(s) without a meeting.

1. Election of Directors. The following persons were elected as directors for the terms provided in the bylaws:

Name: Joseph Stephen Maziarz  
Term: one year  
Address: 8109 Meadowview Place  
New Port Richey, Florida 34655

Name: Susan Marie Maziarz  
Term: one year  
Address: 8109 Meadowview Place  
New Port Richey, Florida 34655

2. Election of Officers. The following officers were elected:

Name: Joseph Stephen Maziarz  
Office: President  
Address: 8109 Meadowview Place  
New Port Richey, Florida 34655

Name: Susan Marie Maziarz  
Office: Secretary-Treasurer  
Address: 8109 Meadowview Place  
New Port Richey, Florida 34655

3. APPROVAL OF CORPORATE ACTION. The actions and undertakings of the directors, officers, employees, and agents of the corporation were approved with respect to:

- All actions subsequent to the last meeting of the Board of Directors and Shareholders.

4. Financial Statement Presentation. The financial statements for the 6 months ending December 31, 1996, as prepared by the corporation's treasurer, Susan Marie Maziarz, were approved.

5. Establish Banking Relationship. The officers are authorized to open accounts with NationsBank, N.A. of Florida with the majority of business being conducted at the New Port Richey, Florida office located on Seven Springs Road in New Port Richey, Florida.


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6. Authorization of Corporate Action The officers and directors were authorized to take all actions and to sign all documents reasonably needed to:

- Enter into lease arrangements for the lease of A-1 Video, located at 4710 Land O' Lakes Blvd., Suites 20 & 21 in Land O' Lakes, Florida
- Conduct day-to-day transactions necessary to the smooth, efficient and profitable operation of the corporate business known as A-1 Video; located in Land O' Lakes, Florida.

  
Joseph Stephen Maziarz  
Director

Date

  
Susan Marie Maziarz  
Director

Date