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FISHER'S LAW OFFICE, P.A.

FILED
APR 23 AM 8:01
TALLHASSEE, FLORIDA

April 17, 1996

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-04/23/96--01074--006
***122.50 ***122.50

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

Re: Memorial Video Production, Inc.

Dear Mr. McKinnon:

Enclosed are the Articles of Incorporation for the above-mentioned new corporation along with our firm's check in the amount of \$122.50 to cover the filing fee.

Sincerely,

Ralph B. Fisher

RBF/md
Enclosures

F. CHESSEY APR 29 1996

ARTICLES OF INCORPORATION

OF

MEMORIAL VIDEO PRODUCTION, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is: Memorial Video Production, Inc., and the street address and mailing address of the principal office of this corporation is 4503 S. Cameron Avenue, Tampa, Florida 33611-2222.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

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

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

David Hurley
4503 S. Cameron Avenue
Tampa, FL 33611-2222

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and his street address is:

David Hurley
4503 S. Cameron Avenue
Tampa, FL 33611-2222

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The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

David Hurley
4503 S. Cameron Avenue
Tampa, FL 33611-2222

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on 4/14 1996.



David Hurley - Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, personally appeared David Hurley, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on April 14, 1996.



Notary Public, State of Florida at Large

My commission expires:



RALPH B. FISHER
COMMISSION # CC 342017
EXPIRES FEB 17, 1998
Atlantic Bonding Co., Inc.
800-732-2245

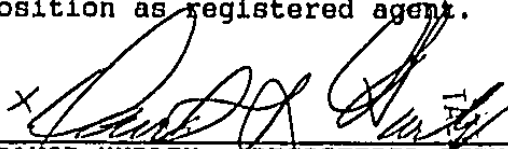
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Memorial Video Production, Inc.
2. The name of the registered agent is David Hurley.
3. The address of the registered agent/registered office is 4503 S. Cameron Avenue, Tampa, Florida 33611-2222.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


+ _____
DAVID HURLEY - REGISTERED AGENT

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TAMPA
CLERK OF STATE
TREASURER, FLORIDA