

4/29/96

FLORIDA DIVISION OF CORPORATIONS

10:18 AM

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TO: DIVISION OF CORPORATIONS FROM: RUSSEAN VIDEO, INC.

DEPARTMENT OF BANKS

STATE OF FLORIDA

ADULT GAMES STREET

TALLAHASSEE FL 32304

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: RUSSEAN VIDEO, INC.

FAX AUDIT NUMBER: H96000005985

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/29/1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
RUSSIAN VIDEO, INC.**

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SECRET
FBI
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

ARTICLE I - NAME

The name of this corporation is **RUSSIAN VIDEO, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: **16682 COLLINS AVENUE MIAMI BEACH, FLORIDA 33160.**

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue **100** shares of **\$1.00** par value common stock which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **16682 COLLINS AVENUE NORTH MIAMI BEACH, FLORIDA 33160** and the name of the initial registered agent of this corporation at that address is **VYACHESLAV DIMITRYUK.**

Prepared by:
Kim Marks, CPA, PA
12550 Biscayne Boulevard - 402
North Miami, FL 33181
(305) 895-5815

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ARTICLE VII - INCORPORATORS

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

NAME ADDRESS

VYACHESLAV DIMITRYUK 16682 COLLINS AVENUE
NORTH MIAMI BEACH FLORIDA 33160

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this April 19, 1996.

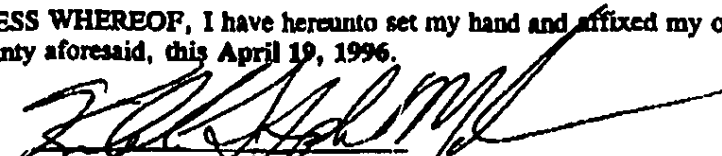

Signature/Title

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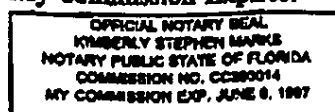
STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared VYACHESLAV DIMITRYUK, the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this April 19, 1996.


Notary Public, State of Florida at Large

My commission Expires:



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

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

FIRST--THAT RUSSIAN VIDEO, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI BEACH, STATE OF FLORIDA 33160, HAS NAMED YACHESLAY DIMITRYUK, LOCATED AT 16682 COLLINS AVENUE, STATE OF FLORIDA 33160, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(Corporate Officer)

TITLE [Signature]

DATE 4/15/96

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]
(Resident Agent)

DATE 4/19/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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