

P96000039951

CHRISTOPHER C. CATHCART

ATTORNEY AT LAW
SUITE 100, 1000 AVENUE
OF THE SUN, TALLAHASSEE, FLORIDA 32310

COMMUNICATIONS SECTION
RECEIVED TELETYPE UNIT

April 15, 1996

TELEPHONE (904) 488-6515
FAX (904) 488-1120

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

STATE OF FLORIDA
DIVISION OF CORPORATIONS
*****122.50 *****122.50

RE: Video Forum, Inc.

To Whom It Concerns:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is my check no. 3954 in the amount of \$122.50 for your filing fee. Enclosed further is an original Assignment of Trademark and my client's check in the amount of \$50.00 for your filing fee. Please file the originals in accordance with your usual procedures and furnish me with a certified copy of the Articles of Incorporation.

If I can provide you with any additional information, or if you should have any questions concerning the foregoing, then please do not hesitate to contact me.

Very truly yours,

/s/ Chris Cathcart/dw

Christopher C. Cathcart

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DIVISION OF CORPORATIONS
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Enclosures

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W96-8670

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Enclosures



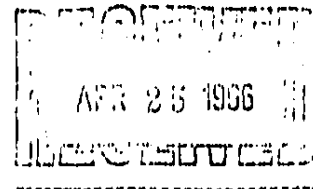
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
9501-20 EN 1-23

April 23, 1996

CHRISTOPHER C. CATHCART, ESQUIRE
330 NORTH BROADWAY AVENUE
ORLANDO, FL 32803

SUBJECT: VIDEO FORUM, INC.
Ref. Number: W96000008670



We have received your document for VIDEO FORUM, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 596A00018995

ARTICLES OF INCORPORATION
OF
VIDEO FORUM, INC.

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The undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL OFFICE.

The name of this corporation is Video Forum, Inc. and its principal office is located at 2350 Gunn Road, Kissimmee, FL 34746.

ARTICLE II. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description;

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other

instruments to secure the payment of corporate indebtedness as required;

To purchase the corporate assets of any other corporation and engage in the same or other character of business;

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock; and

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The shareholders of common stock shall have pre-emptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE IV. TERM OF EXISTENCE.

This corporation is to exist perpetually.

ARTICLE V. ADDRESS OF INITIAL PRINCIPAL OFFICE AND NAME OF REGISTERED AGENT.

The street address of the principal office of this corporation in the State of Florida is 2350 Gunn Road, Kissimmee, Florida

34746. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is Philip G. Massirman, whose business address is 2350 Gunn Road, Kissimmee, Florida 34746.

ARTICLE VI. DIRECTORS.

This corporation shall have one director, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INITIAL DIRECTORS.

The names and addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Helen S. Massirman	2350 Gunn Road Kissimmee, FL 34746

ARTICLE VIII. INCORPORATOR.

The name and address of each incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Helen S. Massirman	2350 Gunn Road Kissimmee, FL 34746

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 a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain

amendment to these Articles of Incorporation be made.

DATED the ____ day of March, 1996.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

Signature of Incorporator

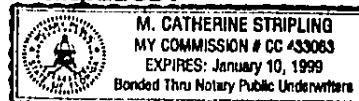
Helen S. Massirman
HELEN S. MASSIRMAN

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared HELEN S. MASSIRMAN, to me known to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that he executed the same for the uses and purposes therein expressed. That he is personally known to me or produced personally known as identification.

WITNESS my hand and official seal in the State and County named above this 29th day of March, 1996.

M. Catherine Stripling
Notary Public
Print Name: M. Catherine Stripling
Commission No.: _____
My Commission Expires: _____



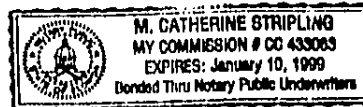
ACCEPTANCE BY REGISTERED AGENT

PHILIP G. MASSIRMAN, having been named as the Registered Agent in the foregoing Articles of Incorporation of Video Forum, Inc. to accept service of process for the corporation at 2350 Gunn Road, Kissimmee, FL 34746 hereby agrees to act as the Registered Agent and comply with the laws of the State of Florida relative to such position.

Philip G. Massirman

Registered Agent

M. Catherine Stripling
M. Catherine Stripling



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SECRETARY OF STATE
CORPORATIONS
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Requestor's Name



Helen S. Masserman
2350 Union Rd.
Kissimmee FL 34746-3721

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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*****35.00 *****35.00

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

OUTDO
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Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

I, ELEN S. MASSIRMAN, hereby resign as PRES./SECRETARY
(Title)

of VIDEO FORUM, INC.
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

and affirm that the corporation has been notified in writing of the resignation.

Elen S. Massirman
(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314